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VISION VALUES HOLDINGS LIMITED

遠見控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 862)

(1) CONNECTED TRANSACTION IN RELATION TO SUBSCRIPTION OF THE 2026 CONVERTIBLE NOTES; (2) PROPOSED SHARE CONSOLIDATION; (3) PROPOSED CHANGE IN BOARD LOT SIZE; AND (4) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

THE SUBSCRIPTIONS

On 13 April 2026, the Company entered into five separate 2026 Subscription Agreements with each of the Subscribers for the 2026 Convertible Notes, pursuant to which the Company conditionally agreed to issue and each of the Subscribers conditionally agreed to subscribe for the respective 2026 Convertible Notes in an aggregate amount of HK\$200 million.

The proceeds from the 2026 Convertible Notes will be used by the Company as to (i) 75% for the development of logistics business by expanding the electric truck fleets and facilities; (ii) 10% for minerals (gold) exploration in Mongolia; and (iii) 15% for general working capital.

Upon full conversion of the 2026 Convertible Notes (taking into account the entire principal amount and maximum accrued interest assuming unpaid), based on the initial Conversion Price of HK\$0.042 per Conversion Share, a total of 5,190,476,188 Conversion Shares will be issued, which will represent (i) approximately 132.27% of the Company's total existing issued share capital, and (ii) approximately 56.9% of the Company's total issued share capital as enlarged by the issue of all the 2026 Conversion Shares. The 2026 Convertible Notes and the Conversion Shares will be issued under the Specific Mandate to be sought from the Shareholders at the EGM. The Subscriptions are conditional upon, among others, the Listing Committee granting the listing of, and the permission to deal in, the Conversion Shares and the passing of an ordinary resolution by the Independent Shareholders at the EGM to approve the 2026 Subscription Agreements and the transactions contemplated thereunder.

No listing of the 2026 Convertible Notes will be sought in any jurisdiction. An application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Conversion Shares.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation pursuant to which every ten (10) Existing Shares having a par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share having a par value of HK\$0.1 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 having a par value of HK\$0.01 each, and 3,924,190,467 Existing Shares have been allotted and issued as fully paid or credited as fully paid. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of ordinary resolution at the EGM.

PROPOSED CHANGE IN BOARD LOT SIZE

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

LISTING RULES IMPLICATION

As at the date of this announcement, Mr. Lo directly holds 1,755,000 Existing Shares and indirectly through Moral Glory (which is wholly and beneficially owned by Mr. Lo) holds 1,246,054,889 Existing Shares, being a total of 1,247,809,889 Shares, representing approximately 31.80% of the existing issued share capital of the Company, and as such, Moral Glory is a substantial shareholder of the Company. As Moral Glory is a substantial shareholder and its sole beneficial owner is an executive Director (i.e. Mr. Lo), Moral Glory is therefore a connected person of the Company and the 2026 MG Subscription constitutes a connected transaction for the Company and is subject to reporting, announcement and independent Shareholders' approval requirements under the Listing Rules.

Glory Light is wholly and beneficially owned by Mr. C. Ho, son of Mr. N. Ho, who is an executive Director. Accordingly, Glory Light is a connected person of the Company and the 2026 GL Subscription constitutes a connected transaction for the Company and is subject to reporting, announcement and independent Shareholders' approval requirements under the Listing Rules.

Somerley has been appointed as the independent financial adviser to make recommendations to the Independent Shareholders and the Independent Board Committee which comprises all independent non-executive Directors, namely Mr. Tsui Hing Chuen, William *JP*, Mr. Lau Wai Piu, Mr. Lee Kee Wai, Frank and Mr. Wei, Chi Kuan Kenny as to whether the Subscriptions are fair and reasonable and to advise the Independent Shareholders on how to vote on the proposed resolution(s) in respect thereof at the EGM.

GENERAL

A circular containing, among other things (i) details of the Subscriptions and the 2026 Convertible Notes; (ii) recommendations from the Independent Board Committee in respect of the Subscriptions; (iii) the advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscriptions; (iv) details of the Share Consolidation and the Change in Board Lot Size; and (v) the notice of the EGM, is expected to be despatched to the Shareholders on or around 27 April 2026.

Shareholders and the potential investors should note that the completions of the Subscription Agreements are conditional upon satisfaction (or, to the extent waivable, waiver) of the respective conditions as set out in this announcement and therefore, the Subscriptions may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

THE SUBSCRIPTIONS

After trading hours on 13 April 2026, the Company entered into five separate 2026 Subscription Agreements with each of the Subscribers, pursuant to which the Company conditionally agreed to issue and each of the Subscribers conditionally agreed to subscribe for the respective 2026 Convertible Notes.

Save for the parties to the respective 2026 Subscription Agreements, the subscription price, and each of the 2026 Subscription Agreements shall become unconditional upon all the other 2026 Subscription Agreements being unconditional, the principal terms of each of the 2026 Subscription Agreements are essentially the same. The principal terms of each of the 2026 Subscription Agreements are set out below.

2026 Subscription Agreements

Date: 13 April 2026

Parties:

	2026 MG Subscription Agreement	2026 CTFN Subscription Agreement	2026 DN Subscription Agreement	2026 NV Subscription Agreement	2026 GL Subscription Agreement
The issuer	The Company	The Company	The Company	The Company	The Company
The Subscriber	Moral Glory	CTFN	Dragon Noble	Next Victory	Glory Light
The subscription price (HK\$)	53,873,065.89	35,217,131.88	52,696,590.27	13,020,000.00	45,193,211.96

Subject

The Company conditionally agreed to issue and each of the Subscribers conditionally agreed to subscribe for the respective 2026 Convertible Notes at the respective subscription price (which is equivalent to the respective principal amount of the relevant 2026 Convertible Note). The Company entered into the 2026 Subscription Agreements on the same date. The proceeds arising from the issue of the 2026 Convertible Notes pursuant to the 2026 Subscription Agreements are planned to be used by the Company in such manner as set out in the section headed “Use of Proceeds” below.

Conditions precedent

Completion of each of the 2026 Subscription Agreements is conditional upon the following being satisfied or fulfilled (or, to the extent waivable, wavier) on or before the Long Stop Date: –

- (a) the Listing Committee granting or agreeing to grant the listing of, and permission to deal in, the Conversion Shares to be issued pursuant to the respective 2026 Convertible Note and such grant remaining in full force and effect;
- (b) all necessary consents, approvals (or waivers), authorisation, permission or exemption from any third parties, including but not limited to government or regulatory authorities, having been obtained by the Company in connection with the respective Subscriptions and the issue of the respective 2026 Convertible Note and the respective Conversion Shares upon exercise of the Conversion Rights thereunder and such consents, approvals (or waivers), authorisation, permission or exemption remaining in full force and effect;
- (c) the compliance by the Company with all legal and other requirements under the Listing Rules and the laws of the Cayman Islands applicable to the transactions contemplated under the respective 2026 Subscription Agreement;
- (d) the passing of the requisite respective resolutions by the Board and the Shareholders at a general meeting (other than those persons who are precluded from voting under the Listing Rules) approving, inter alia, the Share Consolidation, the respective transactions contemplated under the 2026 Subscription Agreements (including but not limited to the issue of the 2026 Convertible Notes, and the allotment and issue of Conversion Shares upon exercise of the respective Conversion Rights); and.
- (e) the other 2026 Subscription Agreements having become unconditional in all respects, except for the condition therein of the particular 2026 Subscription Agreement concerned being unconditional.

All conditions above are non-waivable, except that condition (e) of each of the 2026 Subscription Agreements above is waivable at the discretion of respective Subscriber.

Completion

Completion date shall be the third Business Day after fulfilment of all the conditions precedent as stated above, or such other date as the parties to the respective 2026 Subscription Agreement may agree in writing, and in any event no later than the Long Stop Date, on which completion of the respective 2026 Subscription Agreement shall take place.

The completion of the 2026 MG Subscription, the 2026 CTFN Subscription, the 2026 DN Subscription, the 2026 NV Subscription and the 2026 GL Subscription shall take place simultaneously.

Rescission

If any of the following events occurs at any time prior to completion of the respective 2026 Subscription Agreement, the respective Subscriber may, by giving a written notice to the Company, rescind its respective 2026 Subscription Agreement: –

- (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may materially and adversely affect the business or the financial position of the Group as a whole;
- (b) the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before and/or after the respective date of the relevant 2026 Subscription Agreement, of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may materially and adversely affect the business or the financial position of the Group as a whole;
- (c) there shall have occurred any of the following: (i) a suspension or material limitation in trading in the Company's securities or the Shares on the Stock Exchange (other than any temporary suspension for clearance of (1) this announcement; or (2) any other announcement for no more than ten consecutive trading days); (ii) a general moratorium on commercial banking activities in Hong Kong declared by the relevant authorities, or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong; (iii) a change or development involving a prospective change in taxation in the Cayman Islands or Hong Kong materially and adversely affecting the Company, the Shares, the respective 2026 Convertible Note or the transfer thereof; (iv) the outbreak or escalation of hostilities involving Hong Kong or the declaration by Hong Kong of a national emergency or war; or (v) the occurrence of any other calamity or crisis or any change in financial, political or economic conditions or currency exchange rates or controls, which would have a material adverse effect;
- (d) any breach of the representations, warranties and undertakings given by the Company under the respective 2026 Subscription Agreement or any failure by the Company to perform any of the agreements set forth in the respective 2026 Subscription Agreement where any such breach or failure would have a material adverse effect; or

- (e) in connection with the subscription of the respective 2026 Convertible Note, any of the conditions precedent set out in the respective 2026 Subscription Agreement has not been satisfied or waived by the respective Subscriber by the Long Stop Date.

Upon the giving of such notice by the respective Subscriber to the Company, all obligations of the Company and such Subscriber under the relevant 2026 Subscription Agreement shall cease and determine and no party to such 2026 Subscription Agreement shall have any claim against the other in respect of any matter or thing arising out of or in connection with such 2026 Subscription Agreement.

Principal terms of the 2026 Convertible Notes

Principal amount	2026 MG Convertible Note HK\$53.9 million
	2026 CTFN Convertible Note HK\$35.2 million
	2026 DN Convertible Note HK\$52.7 million
	2026 NV Convertible Note HK\$13.0 million
	2026 GL Convertible Note HK\$45.2 million
Maturity	Third anniversary of the date of issue of the 2026 Convertible Notes (or such later date as may be consented by the respective holders of the 2026 Convertible Notes).
Interest rate	Interest shall accrue from day to day and shall be calculated on the basis of the actual number of days elapsed in a year of 365 days, at the rate of three (3) per cent. per annum on the principal amount of the 2026 Convertible Notes from time to time outstanding, and, unless previously redeemed, repaid or converted into Shares, payable in arrears on the maturity date of the 2026 Convertible Notes
Denomination for conversion	With a minimum aggregate amount of HK\$1,000,000 and authorised denomination(s) integral multiples (i.e. HK\$10) thereof, save that if at any time the aggregate outstanding amount of the respective 2026 Convertible Note held by a holder is less than HK\$1,000,000, the whole (but not part only) of the aggregate outstanding amount of such 2026 Convertible Note may be converted

Conversion rights

A holder of the 2026 Convertible Notes shall have the right to convert on any Business Day from the issue date and up to the Business Day immediately prior to the maturity date of the 2026 Convertible Notes, the whole or any part of the 2026 Convertible Notes (comprising the outstanding principal amount and any accrued but unpaid interest thereon and in the denomination as stated above) into Shares at any time and from time to time at the Conversion Price (subject to adjustment)

Conversion price

(i) before the implementation of the Share Consolidation, the initial price of HK\$0.042 per Existing Share, and (ii) immediately after (and subject to) the Share Consolidation becoming effective, the initial price of HK\$0.42 per Consolidated Share, subject to the adjustment.

The Conversion Price shall from time to time be adjusted in accordance with the following relevant provisions:

- (a) If and whenever the Shares, by reason of any consolidation, reclassification or sub-division, become of a different nominal amount, the Conversion Price in force immediately prior thereto shall be adjusted by multiplying it by the following fraction:

$$\frac{A}{B}$$

where: A = the revised nominal amount

B = the former nominal amount

Each such adjustment shall be effective from the date on which the consolidation, reclassification or sub-division becomes effective.

- (b) If and whenever the Company shall issue (other than in lieu of a cash dividend) any Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund), the Conversion Price in force immediately prior to such issue shall be adjusted by multiplying it by the following fraction:

$$\frac{C}{D}$$

where: C = the aggregate nominal amount of the issued Shares immediately before such issue

D = the aggregate nominal amount of the issued Shares immediately after such issue

Each such adjustment shall be effective (if appropriate, retroactively) on the date of such issue of Shares.

- (c) In the case of an issue of Shares by way of a scrip dividend (as defined in the 2026 Convertible Notes) where the aggregate market price on the date of announcement of the terms of the issue of such Shares multiplied by the number of such Shares issued exceeds the amount of the relevant cash dividend (as defined in the 2026 Convertible Notes) or the relevant part thereof, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the issue of such Shares by the following fraction:

$$\frac{A + B}{A + C}$$

where: A is the aggregate number of Shares in issue immediately before such scrip dividend;

B is the aggregate number of Shares which the relevant cash dividend would purchase at such market price; and

C is the aggregate number of Shares to be issued pursuant to such scrip dividend;

or by making such other adjustment as a financial advisor shall certify to the holder of the 2026 Convertible Notes is fair and reasonable.

Such adjustment shall become effective on the date of issue of such Shares or if the number of such Shares is fixed on announcement and if a record date is fixed therefor, immediately after such record date.

- (d) If and whenever the Company shall make any capital distribution (as defined in the 2026 Convertible Notes) (except where, and to the extent that, the Conversion Price has been adjusted under paragraph (b) above) to the Shareholders (in their capacity as such) (whether on a reduction of capital or otherwise) or shall grant to such Shareholders rights to acquire for cash assets of the Company or any of its subsidiaries, the Conversion Price in force immediately prior to such distribution or grant shall be adjusted by multiplying it by the following fraction:

$$\frac{E - F}{E}$$

where: E = the market price (as defined in the 2026 Convertible Notes) on the date on which the capital distribution or, as the case may be, the grant is publicly announced or (where no such announcement is required to be made under the Listing Rules) the date immediately preceding the record date of the capital distribution or, as the case may be, of the grant

F = the fair market value (as defined in the 2026 Convertible Notes) on the day of such announcement or (as the case may require) the date immediately preceding the record date of the capital distribution or, as the case may be, of the grant, as determined in good faith by a financial adviser (as defined in Condition 6.2), of the portion of the capital distribution or of such rights which is attributable to one Share

provided that if in the opinion of the relevant financial adviser, the use of the fair market value as aforesaid produces a result which is significantly inequitable, it may instead determine, and in such event the above formula shall be construed as if F meant the amount of the said market price which should properly be attributed to the value of the capital distribution or rights.

Each such adjustment shall be effective (if appropriate, retroactively) on the date that such capital distribution is made or if a record date is fixed therefor, immediately after such record date.

- (e) If and whenever the Company shall, after the date hereof, offer to the Shareholder new Shares for subscription by way of rights, or shall grant to the Shareholders by way of rights any options (other than pursuant to a share option scheme of the Company), warrants or other rights to subscribe for or purchase any Shares at a price which is less than the Market Price at the date of the announcement of the terms of such offer or grant, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the date of the announcement of such offer or grant by the following fraction:

$$G + \frac{H \times I}{J}$$

$$G + H$$

where: G = the number of Shares in issue immediately before the date of such announcement

H = the maximum aggregate number of Shares so offered for subscription or comprised in the options or warrants or other rights to subscribe for new Shares

I = the amount (if any) payable for the rights, options or warrants or other rights to subscribe for each new Share, plus the subscription price payable for each new Share

J = the market price at the date of such announcement

Such adjustment shall become effective (if appropriate, retroactively) on the date of issue of such securities.

- (f) If and whenever the Company shall issue securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire Shares) to all or substantially all Shareholders as a class by way of rights, or shall issue or grant to all or substantially all Shareholders as a class by way of rights, options, warrants or other rights to subscribe for, purchase or otherwise acquire any securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire Shares), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue or grant by the following fraction:

$$\frac{A - B}{A}$$

where: A is the market price of one Share on the date on which such issue or grant is publicly announced; and

B is the fair market value on the date of such announcement of the portion of the rights attributable to one Share as determined in good faith by a financial adviser (as defined in the 2026 Convertible Notes).

Such adjustment shall become effective on the date of issue of the securities, or issue or grant of such rights, options or warrants (as the case may be) or where a record date is set, the first date on which the Shares are traded ex-rights, ex-options or ex-warrants as the case may be on the Stock Exchange.

- (g) If and whenever the Company shall issue (otherwise than as mentioned in paragraph (e) above) wholly for cash any Shares (other than Shares issued on the exercise of Conversion Rights or on the exercise of any other rights of conversion into, or exchange or subscription for, or purchase of Shares) or issue or grant (otherwise than as mentioned in paragraph (e) above) wholly for cash any options, warrants or other rights to subscribe for, purchase or otherwise acquire any Shares (other than the relevant 2026 Convertible Note), in each case at a price per Share which is less than 90% of the market price on the date of the first public announcement of the terms of such issue or grant, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue by the following fraction:

$$\frac{A + B}{A + C}$$

- where: A is the aggregate number of Shares in issue immediately before the issue of such additional Shares or the issue or grant of such options, warrants or other rights to subscribe for, purchase or otherwise acquire any Shares;
- B is the number of Shares which the aggregate consideration (if any) receivable for the issue of such additional Shares or, as the case may be, for the Shares to be issued or otherwise made available upon the exercise of any such options, warrants or rights, would purchase at such market price per Share; and
- C is the number of Shares to be issued pursuant to such issue of such Shares or, as the case may be, the maximum number of Shares which may be issued upon exercise of such options, warrants or rights calculated as at the date of issue of such options, warrants or rights.

Such adjustment shall become effective on the date of issue of such additional Shares or, as the case may be, the grant of such options, warrants or other rights.

- (h) (i) If and whenever the Company shall issue wholly for cash any securities which by their terms are (directly or indirectly) convertible into or exchangeable for or carry rights of subscription for new Shares (other than the relevant 2026 Convertible Note), and the total effective consideration per Share (as defined below in this paragraph (h)) initially receivable for such securities is less than 90% of the market price per Share at the date of the announcement of the terms of issue of such securities, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately prior to the issue by a fraction of which the numerator is the number of Shares in issue immediately before the date of the issue plus the number of Shares which the total effective consideration receivable for the securities issued would purchase at such market price per Share and the denominator is the number of Shares in issue immediately before the date of the issue plus the number of Shares to be issued upon conversion or exchange of, or the exercise of the subscription rights conferred by, such securities, at the initial conversion or exchange rate or subscription price. Such adjustment shall become effective (if appropriate, retrospectively) on the date of issue of such securities.

- (ii) If and whenever the rights of conversion or exchange or subscription attached to the other 2026 Convertible Notes or any such securities as are mentioned in section (i) of this paragraph (h) are modified so that the total effective consideration (as defined below in this paragraph (h)) per Share is less than 90% of the market price per Share at the date of announcement of the proposal to modify such rights of conversion or exchange or subscription, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately prior to such modification by a fraction of which the numerator is the number of Shares in issue immediately before the date of such modification plus the number of Shares which the total effective consideration receivable for the securities issued at the modified conversion or exchange price would purchase at such market price per Share and of which the denominator is the number of Shares in issue immediately before such date of modification plus the number of Shares to be issued upon conversion of or the exercise of the subscription rights conferred by such securities at the modified conversion or exchange rate or subscription price. Such adjustment shall take effect as at the date upon which such modification takes effect. A right of conversion or exchange or subscription shall not be treated as modified for the foregoing purposes where it is adjusted in accordance with the terms of such securities.

For the purposes of this paragraph (h), the “total effective consideration” receivable for the securities issued shall be deemed to be the consideration receivable by the Company for any such securities plus the additional minimum consideration (if any) to be received by the Company upon (and assuming) the conversion or exchange thereof or the exercise of such subscription rights, and the total effective consideration per Share initially receivable for such securities shall be such aggregate consideration divided by the number of Shares to be issued upon (and assuming) such conversion or exchange at the initial conversion or exchange rate or the exercise of such subscription rights at the initial subscription price, in each case without any deduction for any commissions, discounts or expenses paid, allowed or incurred in connection with the issue.

- (i) If and whenever the Company or any of its subsidiaries or (at the direction or request of or pursuant to any arrangements with the Company or any of its subsidiaries) any other company, person or entity shall offer any securities in connection with which Shareholders as a class are entitled to participate in arrangements whereby such securities may be acquired by them (except where the Conversion Price falls to be adjusted under paragraphs 6.l(b) to 6.l(h)(i) above or would fall to be so adjusted if the relevant issue or grant was at 90% less than the market price per Share on the relevant trading day), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the making of such offer by the following fraction:

$$\frac{A - B}{A}$$

- where: A is the market price of one Share on the date on which the terms of such offer are first publicly announced; and
- B is the fair market value on the date of such announcement (less any consideration payable for the same by the Shareholders) of the portion of the relevant offer attributable to one Share as determined in good faith by a financial adviser (as defined in 2026 Convertible Notes) on the date of such announcement.

Such adjustment shall become effective on the first date on which the Shares are traded ex-rights on the Stock Exchange.

Without prejudice to the above, if the Company shall at any time or from time to time prior to conversion of the 2026 Convertible Notes issue or sell any Shares or any options, warrants or other securities that are directly or indirectly convertible into, or exercisable or exchangeable for, such Shares (“**Equity Securities**”) at a price per Share (“**New Issue Price**”) that is less than the Conversion Price, then in effect as of the record date or issue date of such Equity Securities, as the case may be (treating the price per Share, in the case of the issuance of any Equity Securities, as equal to (x) the sum of the price for such Equity Securities plus any additional consideration payable (without regard to any anti-dilution adjustments) upon the conversion, exchange or exercise of such Equity Securities divided by (y) the number of Shares initially underlying such Equity Securities, other than issuance of any Shares upon conversion of the 2026 Convertible Notes), the Conversion Price then in effect before the date of announcement of such issue or sale shall be adjusted in accordance with the following formula:

$$NCP = OCP - \left(\frac{A}{B} \times C\right)$$

- where:
- NCP means the new Conversion Price
 - OCP means the Conversion Price in effect before the date of announcement of such issue or sale
 - A is the maximum aggregate number of Shares so issued or sold or comprised in the option, warrants or other securities that are directly or indirectly convertible into, or exercisable or exchangeable for, such Shares
 - B is the number of Shares in issue immediately before such issue or sale
 - C means the difference between the OCP and the New Issue Price (provided that such difference shall not be less than zero)

Such adjustment shall be made whenever such Equity Securities are issued, and shall become effective retroactively (x) in the case of an issuance to Shareholders, as such, to a date immediately following the close of business on the record date for the determination of Shareholders entitled to receive such Equity Securities and (y) in all other cases, on the date of such issuance; provided, however, that the determination as to whether an adjustment is required to be made pursuant to this paragraph shall be made upon the issuance of Equity Securities, and not upon the issuance of any security into which the Equity Securities convert, exchange or may be exercised.

If at any time any Equity Securities or any rights or options to purchase any Equity Securities shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the Company therefor, without deduction therefrom of any expenses incurred or any underwriting commissions or concessions or discounts paid or allowed by the Company in connection therewith. If Equity Securities or any rights or options to purchase any Equity Securities shall be issued or sold for a consideration other than cash, the amount of the consideration other than cash received by the Company shall be deemed to be the fair market value of such consideration, without deduction therefrom of any expenses incurred or any underwriting commissions or concessions or discounts paid or allowed by the Company in connection therewith.

The Company undertakes that it will not issue any Equity Securities if and to the extent that such issuance or sale will result in the Company being unable to comply with the adjustment provisions or in breach of the Listing Rules or applicable laws and regulations, and for the avoidance of doubt, a breach of this paragraph shall entitle the holder of the 2026 Convertible Notes to remedies expressly set out in the conditions of such notes only.

Transferability

Subject to the consent of the other holders of the 2026 Convertible Notes, the 2026 Convertible Notes are freely transferable, in whole or in part (being an authorised denomination) of the outstanding principal amount, to any person, subject to the Listing Rules and all applicable laws and regulations

Listing

No application will be made for the listing of the 2026 Convertible Notes on the Stock Exchange or any other stock exchange

Application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares to be issued upon the exercise of the Conversion Rights.

Ranking

Obligations of the Company under the 2026 Convertible Notes are unsecured.

The Conversion Shares to be issued upon the exercise of the Conversion Rights will be credited as fully paid and will rank *pari passu* in all respects with all other Shares outstanding at the date of exercise of the Conversion Rights and be entitled to all dividends and other distributions the record date of which falls on a date on or after the date of exercise of the Conversion Rights

Voting

A holder of the 2026 Convertible Notes will not be entitled to receive notices of, attend or vote at any meetings of the Company by reason only of it being a holder of the 2026 Convertible Notes.

Redemption and repurchase

The outstanding principal amount of the 2026 Convertible Notes shall, unless previously redeemed, repaid or converted into Shares or purchased and cancelled in accordance with the conditions in the 2026 Convertible Notes, be redeemed in accordance with the Conditions on the third (3rd) anniversary of the issue date of the 2026 Convertible Notes or such later date as may be consented by the respective holder of the 2026 Convertible Notes.

The Company may, at any time after the issue date of the 2026 Convertible Notes on giving to the holders of the 2026 Convertible Notes not less than ten (10) Business Days' notice in writing (the "**Redemption Notice**"), elect to redeem the whole or any part of the 2026 Convertible Notes (in the authorised denominations) then outstanding.

Status

The obligations of the Company arising under the 2026 Convertible Notes constitute general, unconditional, unsubordinated obligations of the Company and rank, and shall rank equally among themselves and *pari passu* with all other present and future unsecured and unsubordinated obligations of the Company except for obligations accorded preference by mandatory provisions of applicable law.

**Restriction on
the exercise of
the Conversion Rights**

The holders of the 2026 Convertible Notes agree and undertake to the Company that it shall not exercise any of the Conversion Rights to such an extent that results or will result in the respective holder of the 2026 Convertible Notes (or any of the parties acting in concert (within the meaning of the Takeovers Code) with it) being obliged to make a mandatory offer for all the Shares under the Takeovers Code unless (i) the mandatory offer obligations under the Takeovers Code have been complied with; or (ii) prior approval or waiver from the Executive, and (where so required) approval of the whitewash waiver by the Shareholders, have been obtained in accordance with the requirements of the Takeovers Code (and where any conditions to which such approval or waiver is subject are duly complied with).

If the issue of the Conversion Shares pursuant to the exercise of the Conversion Right would result in the Company failing to meet its obligation under the Listing Rules to maintain the minimum prescribed percentage of the Shares which must at all times remain in public hands (as defined in the Listing Rules) (the “**Public Float Requirement**”), then such Conversion Right shall be deemed to have been exercised pursuant to such conversion notice to the extent that the Company shall issue the maximum number of Conversion Shares under such conversion notice without breaching the Public Float Requirement. Any limitation on a Conversion Right with respect to a conversion notice under shall be without prejudice whatsoever to any later exercise of the Conversion Rights pursuant to a subsequent Conversion Notice.

The restriction provisions on exercise of the Conversion Rights under the 2026 Convertible Notes are the same.

Events of default

If any of the following events (“**Event(s) of Default**”) occurs, any holder of the 2026 Convertible Notes may give notice in writing that the relevant 2026 Convertible Note is immediately due and payable at its principal amount then outstanding together with any accrued and unpaid interest calculated up to and excluding the date of payment: –

- (a) the listing of the Shares (as a class) on the main board of the Stock Exchange:
 - (i) ceases permanently; or
 - (ii) is suspended for a continuous period of twenty-one (21) Business Days on each of which the Stock Exchange is generally open for trading (due to the default of the Company or any of its directors, officers or employees);
- (b) there is a change of control of the Company;

- (c) the Company fails to pay in accordance with the terms of the relevant 2026 Convertible Note, any sums hereunder when due unless non-payment of such sums is due solely to administrative or technical error and such failure is not remedied for seven (7) Business Days after the holder of the relevant 2026 Convertible Note has given notice thereof to the Company;
- (d) an order is made or an effective resolution passed for the winding-up or dissolution, judicial management or administration of the Company or any of its material subsidiaries (except for a members' voluntary solvent winding up of a material subsidiary), or the Company or any of its material subsidiaries ceases or threatens to cease to carry on all or substantially all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation (i) on terms approved by the holder of the relevant 2026 Convertible Notes, or (ii) in the case of a material subsidiary, whereby the undertaking and assets of such subsidiary are transferred to or otherwise vested in the Company or another of its subsidiaries; or
- (e) any decree or order is made by any competent court adjudging the Company or any of its material subsidiaries insolvent or bankrupt under the insolvency or bankruptcy laws of any jurisdiction to which it may be subject or any order or application is made for the appointment of any liquidator, receiver, trustee, curator or sequestrator or other similar official of the Company or any of its material subsidiaries in respect of all or substantial part of its or their respective assets and which is not discharged within thirty (30) days (save for the purposes of an amalgamation, merger or reconstruction not involving insolvency);
- (f) the Company or any of its material subsidiaries is unable to pay its debts as they fall due; stops payment to creditors generally or ceases or threatens to cease to carry on its business or any substantial part thereof; proposes or enters into any composition, arrangement with or any assignment for the benefit of its creditors generally;

- (g) any consent, licence, approval or authorisation of any governmental agency of any country or state or political subdivision thereof required for or in connection with the execution, delivery, performance, legality, validity, enforceability or admissibility in evidence of the relevant 2026 Convertible Note is revoked or withheld or materially modified in a manner which, shall materially and adversely affect the ability of the Company to perform its obligations under the relevant 2026 Convertible Note or otherwise ceases to be in full force and effect; or
- (h) if it is or becomes impossible or unlawful in Hong Kong for the Company to fulfill any of its payment obligations contained in the relevant 2026 Convertible Note; or
- (i) any failure by the Company to deliver any Shares as and when the Shares are required to be delivered following conversion of the relevant 2026 Convertible Note; or
- (j) the Company does not perform or comply with any one or more of its other obligations in the relevant 2026 Convertible Note (other than in respect of those obligations described in (c) or (i) above) which default is incapable of remedy or, if capable of remedy, is not remedied within forty-five (45) days after written notice of such default shall have been given to the Company by the holder of the relevant 2026 Convertible Note; or

- (k) (A) any other present or future indebtedness of the Company or any of its material subsidiaries for or in respect of moneys borrowed or raised becomes (or becomes capable of being declared) due and payable prior to its stated maturity by reason of any actual default or event of default or the like (howsoever described), or (B) any such indebtedness is not paid when due or, as the case may be, within any applicable grace period, or (C) the Company or any of its material subsidiaries fails to pay when due any amount payable by it under any present or future guarantee for, or indemnity in respect of, any moneys borrowed or raised, provided that the aggregate amount of the relevant indebtedness, guarantees and indemnities in respect of which one or more of the events under (A) to (C) mentioned above have occurred equals or exceeds HK\$50,000,000 or its equivalent (as reasonably determined on the basis of the middle spot rate for the relevant currency against the HK dollar as quoted by any leading bank on the day on which such indebtedness becomes due and payable or is not paid or any such amount becomes due and payable or is not paid under any such guarantee or indemnity); or
- (l) a distress, attachment, execution or other legal process is levied or enforced against any material part of the property, assets or revenues of the Company or any of its material subsidiaries and is not discharged or stayed within sixty (60) days; or
- (m) any mortgage, charge, pledge, lien or other encumbrance, present or future, created or assumed by the Company or any of its material subsidiaries becomes enforceable and any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or other similar person) and such enforcement is not discharged or stayed within sixty (60) days,

provided that notwithstanding the foregoing, if the Company shall fail to issue the Conversion Shares in accordance with the conditions, the holders of the 2026 Convertible Notes shall be entitled to bring an action against the Company for specific performance.

Negative pledge

So long as the 2026 Convertible Notes remain outstanding, the Company will not, and will ensure that none of its subsidiaries will create, or have outstanding, any mortgage, charge, lien, pledge or other security interest upon the whole or any part of its present or future undertaking, assets or revenues (including any uncalled capital) to secure any indebtedness which is in the form of, or represented or evidenced by, bonds, notes, debentures, loan stock, bearer participation certificates, depositary receipts, certificates of deposit or other similar securities or instruments which for the time being are, or are intended to be or are capable of being, quoted, listed, dealt in or traded on any stock exchange or over-the-counter or other securities market (whether or not initially distributed by way of private placement) (“**Relevant Indebtedness**”), or any guarantee or indemnity in respect of any Relevant Indebtedness, without at the same time or prior thereto according to the 2026 Convertible Notes the same security as is created or subsisting to secure any such Relevant Indebtedness, guarantee or indemnity or such other security as shall be approved by the holders of the 2026 Convertible Notes (such approval not to be unreasonably withheld or delayed).

Most favoured treatment

The Company shall not amend the *pari passu* ranking tenor, interest rate, conversion price, adjustment provisions to the conversion price, the conversion right, the negative pledge and the events of default provision under any of the 2026 Convertible Notes or insert any additional provisions which are, in the opinion of any holder of the 2026 Convertible Notes, on terms and conditions more favourable to it unless at the same time: –

- (a) the Company offers to amend the 2026 Convertible Notes the effect of which is to give the benefit of such more favourable terms and conditions to all holders of the 2026 Convertible Notes; and
- (b) to the extent the holders of the 2026 Convertible Notes accepts such offer, the Company executes such amendment.

Without taking into consideration the Share Consolidation, upon full conversion of the principal amount of the 2026 MG Convertible Note of approximately HK\$53.9 million at the initial Conversion Price, a total of maximum 1,282,692,045 2026 MG Conversion Shares with aggregate par value of HK\$0.01 will be issued, representing approximately 32.7% of the total existing issued share capital of the Company, approximately 24.6% of the Company's total issued share capital as enlarged by the issue of the 2026 MG Conversion Shares and approximately 14.8% of the Company's total issued share capital as enlarged by the issue of the 2026 Conversion Shares assuming full conversion thereof.

Without taking into consideration the Share Consolidation, upon full conversion of the principal amount of the 2026 CTFN Convertible Note of approximately HK\$35.2 million at the initial Conversion Price, a total of maximum 838,503,140 2026 CTFN Conversion Shares with aggregate par value of HK\$0.01 will be issued, representing approximately 21.4% of the total existing issued share capital of the Company, approximately 17.6% of the Company's total issued share capital as enlarged by the issue of the 2026 CTFN Conversion Shares and approximately 9.7% of the Company's total issued share capital as enlarged by the issue of the 2026 Conversion Shares assuming full conversion thereof.

Without taking into consideration the Share Consolidation, upon full conversion of the principal amount of the 2026 DN Convertible Note of approximately HK\$52.7 million at the initial Conversion Price, a total of maximum 1,254,680,720 2026 DN Conversion Shares with aggregate par value of HK\$0.01 will be issued, representing approximately 32.0% of the total existing issued share capital of the Company, approximately 24.2% of the Company's total issued share capital as enlarged by the issue of the 2026 DN Conversion Shares and approximately 14.4% of the Company's total issued share capital as enlarged by the issue of the 2026 Conversion Shares assuming full conversion thereof.

Without taking into consideration the Share Consolidation, upon full conversion of the principal amount of the 2026 NV Convertible Note of approximately HK\$13.0 million at the initial Conversion Price, a total of maximum 310,000,000 2026 NV Conversion Shares with aggregate par value of HK\$0.01 will be issued, representing approximately 7.9% of the total existing issued share capital of the Company, approximately 7.3% of the Company's total issued share capital as enlarged by the issue of the 2026 NV Conversion Shares and approximately 3.6% of the Company's total issued share capital as enlarged by the issue of the 2026 Conversion Shares assuming full conversion thereof.

Without taking into consideration the Share Consolidation, upon full conversion of the principal amount of the 2026 GL Convertible Note of approximately HK\$45.2 million at the initial Conversion Price, a total of maximum 1,076,028,856 2026 GL Conversion Shares with aggregate par value of HK\$0.01 will be issued, representing approximately 27.4% of the total existing issued share capital of the Company, approximately 21.5% of the Company's total issued share capital as enlarged by the issue of the 2026 GL Conversion Shares and approximately 12.4% of the Company's total issued share capital as enlarged by the issue of the 2026 Conversion Shares assuming full conversion thereof.

Without taking into consideration the Share Consolidation, upon full conversion by the relevant Subscriber of the principal amount of the respective 2026 Convertible Notes (taking into account (i) the entire principal amount (as shown in the second column below) and (ii) the maximum accrued interest assuming unpaid (as shown in the third column below)) at the initial Conversion Price, the maximum number of Conversion Shares entitled (having a par value of HK\$0.01 each) as stated in the fourth column below will be issued, representing such percentage of the Company's total existing issued share capital as stated in the sixth column below, and such percentage of the Company's total issued share capital as enlarged by the issue of all the 2026 Conversion Shares (assuming full conversion thereof) as stated in the last column below:

Subscriber	Total principal amount (HK\$' million)	Maximum interest to be accrued (HK\$' million)	Maximum number of Conversion Shares entitled	Maximum	Percentage to	Percentage of
				number of Conversion Shares entitled assuming completion of share consolidation	the Company's total existing issued share capital as at the date of this announcement	the Company's existing issued share capital, as enlarged by the issue of maximum number of Conversion Shares
Moral Glory	53.9	4.8	1,398,134,329	139,813,432	35.6	15.3
CTFN	35.2	3.2	913,968,422	91,396,842	23.3	10.0
Dragon Noble	52.7	4.7	1,367,601,984	136,760,198	34.9	15.0
Next Victory	13.0	1.2	337,900,000	33,790,000	8.6	3.7
Glory Light	45.2	4.1	1,172,871,453	117,287,145	29.9	12.9

Investors should note that the conversion of the 2026 Convertible Notes is subject to the conversion restrictions under the 2026 Convertible Notes as mentioned above.

Conversion Price

The initial Conversion Price, HK\$0.042 per Conversion Share prior to effective of the Share Consolidation or HK\$0.42 per Conversion Share upon effective of the Share Consolidation, represents:

- (i) a premium of 13.5% over the closing price of HK\$0.037 per Share (based on the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day);
- (ii) a premium of approximately 22.8% over the average closing price of HK\$0.0342 per Share (based on the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day); and
- (iii) a premium of approximately 16.3% over the average closing price of HK\$0.0361 per Share (based on the closing prices of the Shares as quoted on the Stock Exchange for the ten consecutive trading days up to and including the Last Trading Day).

The Conversion Price was arrived at after arm's length negotiation between the Company and the Subscribers after taking into account of the prevailing market price of the Shares, the operation and financial performance of the Group and the current market conditions.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Share Options granted by the Company under its Share Option Scheme entitled the holders thereof to subscribe for an aggregate of 156,000,000 Shares (the “**Outstanding Share Options**”). Save as disclosed above, as at the date of this announcement, there are no other outstanding options, warrants, derivatives, or other securities which carry rights to subscribe for or be converted into Shares.

The table below illustrates the shareholding structures of the Company as at the date of this announcement under the following scenarios (assuming there is no other change in the issued share capital and shareholding structure of the Company from the date of this announcement up to the occurrence of the relevant events mentioned below):

Scenario I:	immediately upon full conversion of the principal amount of the 2026 MG Convertible Note of HK\$53.9 million at the initial Conversion Price only;
Scenario II:	immediately upon full conversion of the principal amount of the 2026 CTFN Convertible Note of HK\$35.2 million at the initial Conversion Price only;
Scenario III:	immediately upon full conversion of the principal amount of the 2026 DN Convertible Note of HK\$52.7 million at the initial Conversion Price only;
Scenario IV:	immediately upon full conversion of the principal amount of the 2026 NV Convertible Note of HK\$13.0 million at the initial Conversion Price only;
Scenario V:	immediately upon full conversion of the principal amount of the 2026 GL Convertible Note of HK\$45.2 million at the initial Conversion Price only;
Scenario VI:	for illustration purpose only, occurrence of scenarios I to V above only; and
Scenario VII:	for illustration purpose only, occurrence of scenarios I to V above and exercise of all outstanding share options of the Company
Scenario VIII	for illustration purpose only, occurrence of scenarios I to VII above only and after the effective of the Share Consolidation
Scenario IX	for illustration purpose only, occurrence of scenarios I to V above only and assuming no accrued interest have been paid out and converted to Conversion Shares

	As at the date of this announcement		Scenario I (Note 3)		Scenario II		Scenario III		Scenario IV		Scenario V	
	Shares	%	Shares	%	Shares	%	Shares	%	Shares	%	Shares	%
Mr. Lo together with Moral Glory and its associates (Note 1)	1,247,809,889	31.80%	2,530,501,934	48.60%	1,247,809,889	26.20%	1,247,809,889	24.09%	1,247,809,889	29.47%	1,247,809,889	24.95%
Mr. N. Ho (Note 3)	17,821,973	0.45%	17,821,973	0.34%	17,821,973	0.37%	17,821,973	0.34%	17,821,973	0.42%	17,821,973	0.36%
Other directors of the Group (Note 2)	26,395,901	0.67%	26,395,901	0.51%	26,395,901	0.55%	26,395,901	0.51%	26,395,901	0.62%	26,395,901	0.53%
CTFN	-	-	-	-	838,503,140	17.61%	-	-	-	-	-	-
Dragon Noble	-	-	-	-	-	-	1,254,680,720	24.23%	-	-	-	-
Glory Light	-	-	-	-	-	-	-	-	-	-	1,076,028,856	21.52%
Public Shareholders												
Next Victory	-	-	-	-	-	-	-	-	310,000,000	7.32%	-	-
Other public Shareholders	<u>2,632,162,704</u>	<u>67.08%</u>	<u>2,632,162,704</u>	<u>50.55%</u>	<u>2,632,162,704</u>	<u>55.27%</u>	<u>2,632,162,704</u>	<u>50.83%</u>	<u>2,632,162,704</u>	<u>62.17%</u>	<u>2,632,162,704</u>	<u>52.64%</u>
Total	<u>3,924,190,467</u>		<u>5,206,882,512</u>		<u>4,762,693,607</u>		<u>5,178,871,187</u>		<u>4,234,190,467</u>		<u>5,000,219,323</u>	
			Scenario VI		Scenario VII		Scenario VIII		Scenario IX			
			Shares	%	Shares	%	Shares	%	Shares	%		
Mr. Lo together with Moral Glory and its associates (Note 1)			2,530,501,934	29.13%	2,559,501,934	28.95%	255,950,193	28.95%	2,645,944,218	29.03%		
Mr. N. Ho (Note 3)			17,821,973	0.21%	27,821,973	0.31%	2,782,197	0.31%	17,821,973	0.20%		
Other directors of the Group (Note 2)			26,395,901	0.30%	104,395,901	1.18%	10,439,590	1.18%	26,395,901	0.29%		
CTFN			838,503,140	9.65%	838,503,140	9.48%	83,850,314	9.48%	913,968,422	10.02%		
Dragon Noble			1,254,680,720	14.45%	1,254,680,720	14.19%	125,468,072	14.19%	1,367,601,984	15.00%		
Glory Light			1,076,028,856	12.39%	1,076,028,856	12.17%	107,602,885	12.17%	1,172,871,453	12.87%		
Public Shareholders												
Next Victory			310,000,000	3.57%	310,000,000	3.51%	31,000,000	3.51%	337,900,000	3.71%		
Other public Shareholders			<u>2,632,162,704</u>	<u>30.30%</u>	<u>2,671,162,704</u>	<u>30.21%</u>	<u>267,116,270</u>	<u>30.21%</u>	<u>2,632,162,704</u>	<u>28.88%</u>		
Total			<u>8,686,095,228</u>		<u>8,842,095,228</u>		<u>884,209,521</u>		<u>9,114,666,655</u>			

Notes

- Among the 1,247,809,889 issued Shares (having a par value of HK\$0.01 each) held as at the date of this announcement, 1,755,000 Shares represented interest of Mr. Lo on an individual basis; while 1,246,054,889 Shares represented interest of Moral Glory. Mr. Lo was also interested in 29,000,000 underlying shares (having the same par value) pursuant to Share Option Scheme of the Company.
- The other directors of the Group include Ms. Yvette Ong, Mr. Lo Rex Cze Kei, Mr. Lo Chris Cze Wai, Mr. Tsui Hing Chuen, William _{JP}, Mr. Lau Wai Piu and Mr. Lee Kee Wai, Frank and directors of subsidiaries of the Company.
- As at the date of this announcement, Mr. N. Ho was interested in 17,821,973 issued Shares (having a par value of HK\$0.01 each) and 10,000,000 underlying shares (having the same par value) pursuant to Share Option Scheme of the Company.

Pursuant to the terms of the 2026 Convertible Notes, each of the holders of the 2026 Convertible Notes agree and undertake to the Company that it shall not exercise any of the Conversion Rights to such an extent that results or will result in the respective holder of the 2026 Convertible Notes (or any of the parties acting in concert (within the meaning of the Takeovers Code) with it) being obliged to make a mandatory offer for all the Shares under the Takeovers Code unless (i) the mandatory offer obligations under the Takeovers Code have

been complied with; or (ii) prior approval or waiver from the Executive, and (where so required) approval of the whitewash waiver by the Shareholders, have been obtained in accordance with the requirements of the Takeovers Code (and where any conditions to which such approval or waiver is subject are duly complied with). Accordingly, scenarios above are shown for illustrative purpose only.

4. Certain percentage figures included in the tables above have been subject to rounding adjustment.

INFORMATION OF THE SUBSCRIBERS

Moral Glory

Moral Glory, a company incorporated in the British Virgin Islands with limited liability, is an investment holding company and beneficially wholly-owned by Mr. Lo, who (among other capacities) is an executive Director.

CTFN

CTFN, is a company incorporated in Hong Kong with limited liability. CTFN is principally engaged in investment holding.

As at the date of this announcement, CTFN is a direct subsidiary of Chow Tai Fook (Holding) Limited. Chow Tai Fook (Holding) Limited is an approximately 90.52%-owned subsidiary of Chow Tai Fook Capital Limited. Chow Tai Fook Capital Limited is owned as to approximately 48.98% by Cheng Yu Tung Family (Holdings) Limited and approximately 46.65% by Cheng Yu Tung Family (Holdings II) Limited.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, CTFN and its ultimate beneficial owners are not connected with the Company under the meaning of the Listing Rules.

Dragon Noble

Dragon Noble is a company incorporated in the British Virgin Islands. As at the date of this announcement, Dragon Noble is wholly and beneficially owned by Dr. Cheng Kar Shun. Dr. Cheng is a former director of the Company during the period between November 2001 and February 2007.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Dragon Noble and its ultimate beneficial owner are not connected with the Company under the meaning of the Listing Rules.

Next Victory

Next Victory, a company incorporated in the British Virgin Islands with limited liability, is an investment holding company and beneficially wholly-owned by Ms. Wong Wing Yue Rosaline.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Next Victory and its ultimate beneficial owner are not connected with the Company under the meaning of the Listing Rules.

Glory Light

Glory Light, a company incorporated in Hong Kong with limited liability, is an investment holding company and beneficially wholly-owned by Mr. C. Ho, son of Mr. N. Ho (an executive Director).

USE OF PROCEEDS

Upon completion of the Subscriptions, the aggregate amount raised under the Subscriptions is HK\$200 million. After deduction of the relevant costs and expenses of approximately HK\$1.8 million, the net proceeds are estimated to be approximately HK\$198.2 million, the Directors intend to use the net proceeds in the following manner:

- (i) HK\$150 million for development of logistics business by expanding the Group's electric truck fleets by acquiring not less than 150 electric trucks and procurement and installation of ancillary facilities (including but not limited to electric truck chargers) by 2027;
- (ii) HK\$20 million for gold and minerals exploration in Mongolia, including but not limited to carrying out superconducting mineral exploration, exploration drilling, sample testing and exploration campsite set up which is expected to be carried out and completed by the end of 2027; and
- (iii) the remaining balances will be used for general working capital which will be applied for purposes including but not limited to, staff expenses, legal and professional fees, payment of interest expenses, and other general and administrative expenses incurred in the operation of the Group's business.

The Company may reallocate the use of the net proceeds in response to changing business conditions and appropriate disclosure(s) regarding the change(s), if any, will be made in due course.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS

The Group is principally engaged in logistics services, aircraft management, minerals exploration and property investment.

Logistics services operation

The Group, through VVLJV, an indirect non-wholly owned subsidiary of the Company in Xinjiang, the PRC, has engaged in the logistics business since 2021.

The PRC has outlined a national strategy to promote large-scale application of new energy heavy duty trucks by 2027, with an aim of dominating the national market by 2035. This is part of a broader plan of the PRC to build a modern, low-carbon energy system for the transport industry. The policy supports China's broader goals of carbon peaking by 2030 and carbon neutrality by 2060, and reflects a strong commitment to decarbonizing freight transport. It is the national goal that by 2035, electric vehicles (including heavy-duty trucks) will dominate new vehicle sales. The Xinjiang region, like all other parts of the country, actively implements the national strategies for sustainable development and environmental protection.

As a key area of ecological protection zones, Xinjiang has implemented strict restrictions on high-emission heavy-duty trucks. In northern Xinjiang (including Qinghe), starting in 2026, new energy heavy-duty trucks will be given priority on core transportation corridors.

VVLJV has built its logistics business since 2021 and has now become the Group's core business and primary revenue contributor. Leveraging on such business segment, it has been the strategic plan of the Group to expand into the new energy logistics sector by adding additional and modern trucks to its fleet.

Many of the Group's customers, being coking plants, steel plants and refineries, have been requesting for the use of new energy trucks for transportation to comply with their environmental and sustainable policies. VVLJV deployed 40 electric heavy-duty trucks for initial test run in 2025 for provision of short and medium-distance logistics services to customers within Qinghe County of Xinjiang in response to the national environmental protection strategies. The electrified operation has served to verify the electric trucks' adaptability, route compatibility, and operational economics, laying the foundation for a large-scale expansion.

In order to seize a market share quickly in the new energy logistics services market in Xinjiang and to improve profit margins, the Group has planned to purchase another 160 electric heavy-duty trucks with ancillary charging facilities in 2026. In January, the Group has already ordered 10 electric heavy duty trucks to facilitate its developments. The estimated costs for purchasing the additional electric heavy-duty trucks with ancillary charging facilities amounted to about HK\$150 million.

Exploration

The Company through FVSP LLC ("FVSP"), its 51% owned indirect subsidiary, hold a mining licence MV-021621 with gold and other mineral resources in Mongolia.

The mining licence was granted by the Mongolian government in July 2020 for an initial period of 30 years. As at the date of this announcement, the mining area covers an area of 3,560.83 hectares.

FVSP has carried out extensive exploration works, including prospecting reconnaissance, geological mapping, geochemical sampling, geophysical surveys, trench excavation, and drilling at the licence area (“**Zoolon Project**”). Through systematic exploration over the past years, FVSP has discovered epithermal gold and silver deposits (the “**Zoolon Deposit**”) within the licence area, and identified several high-potential exploration targets. Of these, there are six target areas having high potential for further developments, namely Target 3, Target 7, Target 9, Target 10, Target 15 and Target 18. Target 7 is the main target area with gold and other mineral resources potential (“**Zoolon Deposit**”). Apart from gold, the Zoolon Deposit also has mineral resources of silver, copper, lead and zinc.

The Zoolon Project is located in the Altai Soum of Gobi-Altai Province. The project is approximately 1,300 km southwest of Ulaanbaatar, capital city of Mongolia, and is approximately 180 km northwest of the Burgastai port in the Mongolian and Chinese border.

In 2025, the feasibility study designed to satisfy the Mongolian regulatory requirements for the Zoolon Deposit was prepared by Glogex LLC, a qualified Mongolian consulting firm to undertake the assignment (“**Feasibility Report**”). The Feasibility Report has been submitted to the Mongolian government for review. The resource report of the Zoolon Deposit in Mongolian standards (“**Resource Report**”) was formally approved by the Mongolian government in November 2025.

In light of the sustained upward trend in the bullion market since 2024, coupled with recent sharp fluctuations in gold prices, management is conducting a comprehensive assessment of the future direction of the Zoolon Project, including the possibility of further exploration and/or initiating trial production. Regardless of the final decision, both the Resources Report and the Feasibility Report are prerequisite documents that must be approved by the Mongolian government before mining operations can commence. Accordingly, these reports have been prepared and submitted in strict compliance with governmental requirements to expedite the approval process should the mining operation proceed.

According to the Feasibility Report, the Zoolon Project has significant exploration potential, including potential extensions to the Zoolon Deposit. The present resources availability is limited to the shallow oxidation zone and the open-pit mining portion above the primary ore. The high-grade polymetallic ore body (Cu-Pb-Zn-Ag-Au) at greater depths (>150 meters) and the surrounding target areas (Targets 3, 10, 15 and 18) represent the main potential for future addition of resources. They are located within a radius of approximately 6 kilometers of the Zoolon Deposit. Currently, as there is insufficient data to demonstrate the continuity of geology and grade in these target areas; therefore, the mineral resource quantity cannot be delineated and further exploration is required. These target areas are the major focus of FVSP’s exploration from 2026 onwards. According to the estimation of FVSP’s geologist, the exploration budget for these target areas are approximately US\$5.15 million for 2026 and 2027.

The open pit shell of the Zoolon Deposit demonstrates reasonable prospect for eventual economic extraction. In light of the current surge in the bullion market, apart from continuing exploration, management is also actively evaluating/planning for trial production while awaiting approval of the Feasibility Report by the Mongolian government.

Taking into account the exploration budget of approximately US\$5.15 million for 2026 and 2027 and the Company's 51% indirect interest in FVSP, the exploration cost to be contributed by the Group will be amounted to US\$2.63 million (equivalent to approximately HK\$20 million).

To finance the funding requirement for purchasing the additional electric heavy-duty trucks with ancillary charging facilities amounting to HK\$150 million and the exploration cost to be contributed by the Group of HK\$20 million, the Group considered financing such funding requirements by the proceeds from the issue of the 2026 Convertible Notes.

The Board has considered various ways to raise funds including but not limited to possible debt or other means of equity fund raising including new shares placement and rights issue. The Board considers that fund raising by way of new Share placement will create immediate dilution on the shareholding of the existing Shareholders. In terms of rights issue, the management of the Group considered it will take longer time to complete as it involves additional steps such as the issuance of prospectus and offer period under the Listing Rules. Nevertheless the Group had explored possible underwriters for underwriting a possible rights issue, however, due to the loss making position of the Group, the underwriters were reluctant to underwrite the rights issue or requested substantial underwriting fees, in which would result in higher cost as compared to the issue of the 2026 Convertible Note. In terms of debt financing, as the management of the Group has approached certain financial institutions and based on their discussions, the Company was given to understand that considering the Group's financial performance and position, without substantial asset as collaterals, financial institutions were reluctant to provide financing or the borrowing rates of the Company is expected to be substantially higher than the interest rate of the 2026 Convertible Notes. Having considered the above other means, the Board is of the view that fundraising by way of issue of the 2026 Convertible Notes is suitable for the Company. Furthermore, the Board believe the Subscriptions to be beneficial to improve and strengthen the Group's liquidity and financial position on a longer-term basis as the 2026 Convertible Notes are of a three-year tenor. In the event that the holders of the 2026 Convertible Notes convert part or the full amount of the 2026 Convertible Notes into the Conversion Shares, it will also broaden the Shareholder and capital base of the Company.

In view of the reasons above, the Board (excluding Mr. Lo, Mr. Lo, Rex Cze Kei, Mr. Lo, Chris Cze Wai, Mr. Lo, James Cze Chung and Mr. N. Ho who have abstained from voting on the relevant board resolution(s) to approve the Subscriptions) are of the view that the terms of the 2026 Subscription Agreements are on normal commercial terms and the entering into of the 2026 Subscription Agreements are fair and reasonable and is in the interests of the Company and its Shareholders as a whole. The view of the Independent Board Committee will be set forth in the Circular after having been advised by the Independent Financial Adviser.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation pursuant to which every ten (10) Existing Shares having a par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share having a par value of HK\$0.1 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 having a par value of HK\$0.01 each, and 3,924,190,467 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 5,000 Existing Shares. Subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange is also proposed to be changed from 5,000 Existing Shares to 10,000 Consolidated Shares.

Conditions of the proposed Share Consolidation

The Share Consolidation is conditional upon the fulfilment of the following conditions:

- (i) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the Cayman Islands laws (where applicable) and the Listing Rules to effect the Share Consolidation.

As at the date of this announcement, none of the conditions precedent above had been fulfilled. Subject to the fulfilment of all the conditions precedent of the Share Consolidation as set out above, the effective date of the Share Consolidation is expected to be on or about Wednesday, 20 May 2026, being the second Business Day immediately after the date of the EGM.

Effects of the proposed 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 having a par value of HK\$0.01 each.

Upon the Share Consolidation becoming effective and assuming that there are no changes in the authorised share capital of the Company from the date of this announcement until the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$200,000,000 divided into 2,000,000,000 Consolidated Shares having a par value of HK\$0.1 each.

As at the date of this announcement, 3,924,190,467 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no further Shares will be issued or repurchased and cancelled from the date of this announcement until the effective date of Share Consolidation, 392,419,046.7 Consolidated Shares (i.e. 392,419,046 whole Consolidated Shares) will be in issue.

Adjustment to outstanding Share Options

According to the rules of the Share Option Scheme, in the event of any alteration in the capital structure of the Company, whether by way of capitalisation issue, rights issue, consolidation, or sub-division of Shares or reduction of the share capital of the Company (other than an issue and allotment of Shares as consideration in respect of a transaction to which any member of the Group is a party or an issue or allotment of Shares as part of a scrip dividend scheme or similar schemes or an issue and allotment of Shares pursuant to the Share Option Scheme or any other schemes of the Company) whilst any Share Options remain exercisable, the Company shall make corresponding alterations (if any) to: (i) the number of Shares subject to options already granted so far as they remain unexercised; and/or (ii) the subscription price; and/or (iii) the maximum number of Shares, or any combination thereof as the auditor of the Company or the independent financial adviser to the Company shall at the request of the Company certify in writing to the Board either generally or as regards any particular grantee that the adjustments are in their opinion fair and reasonable and any adjustments so made shall be in compliance with the Listing Rules and such applicable guidance and/or interpretation of the Listing Rules from time to time issued by the Stock Exchange.

As at the date of this announcement, there were outstanding Share Options granted under the Share Option Scheme to subscribe for 156,000,000 Existing Shares. The Directors will determine, according to the rules of the Share Option Scheme, the adjustments (if any) required to be made in respect of the outstanding options as a result of the Share Consolidation. As the adjustments to the outstanding options are subject to the Share Consolidation taking effect and the written confirmation by the auditors of the Company or the independent financial advisers appointed by the Company, the Company cannot determine the adjustments to be made as at the date of this announcement. The Company will make further announcements regarding the adjustments in accordance with the Listing Rules in due course.

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

Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

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 the 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 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 on any other stock exchanges other than the Stock Exchange, and at the time when 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 in is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 5,000 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 5,000 Existing Shares to 10,000 Consolidated Shares. Based on the closing price of HK\$0.04 per Existing Share (equivalent to the theoretical closing price of HK\$0.4 per Consolidated Share upon the Share Consolidation becoming effective) as quoted on the Stock Exchange as at the date of this announcement, (i) the value of each board lot of 5,000 Existing Shares is HK\$200; (ii) the value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$2,000; and (iii) the estimated value of each board lot of 10,000 Consolidated Shares would be HK\$4,000 on the assumption that the Change in Board Lot Size had also become effective.

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 Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 has further stated that (i) market price of the securities at a level less than HK\$0.10 each 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 value per board lot should be greater than HK\$2,000. The “Consultation Paper on Board Lot Framework Enhancements in the Hong Kong Securities Market” issued by the Hong Kong Exchanges and Clearing Limited has proposed that, the existing board lot value floor to be decreased from HK\$2,000 to HK\$1,000.

The Company has considered alternative ratios for the Share Consolidation. After careful consideration, the Board determined that the proposed ratio of 10 into 1 is appropriate as it strikes a balance between increasing the trading price per Share and minimizing the potential impact of odd lots and fractional Shares on Shareholders. The Company believes that a lower consolidation ratio may not sufficiently address the trading price and board lot value concerns, whereas a higher ratio could create greater inconvenience for Shareholders.

In view that (i) the trading prices of the Existing Shares have remained below HK\$0.10 for more than two years; and (ii) the Existing Shares are trading under HK\$2,000 per board lot based on the closing price of HK\$0.04 per Existing Share as quoted on the Stock Exchange as at the date of this announcement and the board lot size of 5,000 Existing Shares, the Board proposes to effect the Share Consolidation in order to comply with the trading requirements of the Listing Rules and together with the Change in Board Lot Size the expected board lot value will be HK\$4,000, which will be greater than HK\$2,000.

In view of the recent trading prices of the Shares, it is 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 most of the banks or securities houses will 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 Share Consolidation and 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.

The Board believes that the Share Consolidation 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 and the Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

In view of the above reasons, the Company considers that the Share Consolidation and the Change in Board Lot Size is 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 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 is beneficial to and in the interests of the Company and the Shareholders as a whole.

OTHER ARRANGEMENTS

Fractional entitlement to 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. 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.

Arrangement on odd lots trading and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and/or the Change in Board Lot Size, the Company will appoint a securities firm to provide matching services, on a best efforts 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 lots trading arrangement will be set out in the circular of the Company. 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 trading arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Wednesday, 20 May 2026, being the second Business Day immediately after the date of the EGM, the Shareholders may during business hours, on or after Wednesday, 20 May 2026, and until Monday, 29 June 2026 (both dates inclusive) submit existing share certificates in the colour of light gold for the Existing Shares to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange for new share certificates in the colour of light green for the Consolidated Shares at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders 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 share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 25 June 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and has been prepared on the assumption that all the conditions to the Share Consolidation will be fulfilled or otherwise waived, and is therefore for indicative purpose only.

Event	Time and date
Despatch date of circular with notice of the EGM.	Monday, 27 April 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.	4:30 p.m. on Tuesday, 12 May 2026
Closure of the register of members for the entitlement to attend and vote at the EGM (both days inclusive).	Wednesday, 13 May 2026 to Monday, 18 May 2026
Latest date and time for lodging the proxy forms for the EGM.	4:30 p.m. on Saturday, 16 May 2026
Record date for attendance and voting at the EGM.	Monday, 18 May 2026
Expected date and time of the EGM	4:30 p.m. on Monday, 18 May 2026
Publication of announcement of voting results of the EGM	Monday, 18 May 2026
Register of members of the Company re-opens.	Tuesday, 19 May 2026

The following events are conditional upon the fulfilment of the conditions for implementation of the Share Consolidation and Change in Board Lot Size as set out in this announcement and therefore the dates are tentative only. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation and Change in Board Lot Size, will remain unchanged even if that day is a severe weather trading day.

Event	Time and date
Effective date of the Share Consolidation	Wednesday, 20 May 2026
First day of free exchange of existing share certificates for new share certificates for the Consolidated Share	Wednesday, 20 May 2026
Dealing in the Consolidated Shares commences	9:00 a.m. on Wednesday, 20 May 2026

Event	Time and date
Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares temporarily closes	9:00 a.m. on Wednesday, 20 May 2026
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 20 May 2026
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Thursday, 4 June 2026
Effective date of the Change in Board Lot Size	Thursday, 4 June 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Thursday, 4 June 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 Thursday, 4 June 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 Thursday, 25 June 2026
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 25 June 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Thursday, 25 June 2026
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Monday, 29 June 2026

The expected timetable set out above is subject to the result of relevant resolution of the EGM and is therefore for indicative purpose only and may be extended or varied. All times and dates in this announcement refer to Hong Kong local times and dates. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

FUND RAISING EXERCISE IN THE PAST 12 MONTHS

The Company has not conducted any fund raising activities involving issue of its securities in the past 12 months immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS

In respect of the Subscriptions

As at the date of this announcement, Mr. Lo directly holds 1,755,000 Existing Shares and indirectly through Moral Glory (which is wholly and beneficially owned by Mr. Lo) holds 1,246,054,889 Existing Shares, being a total of 1,247,809,889 Shares, representing approximately 31.80% of the existing issued share capital of the Company and as such, Moral Glory is a substantial shareholder of the Company. As Moral Glory is a substantial shareholder and its sole beneficial owner is an executive Director (i.e. Mr. Lo), Moral Glory is therefore a connected person of the Company and the 2026 MG Subscription constitutes a connected transaction for the Company and is subject to reporting, announcement and independent Shareholders' approval requirements under the Listing Rules. In view of the interest of Mr. Lo in the Subscription, Mr. Lo, Rex Cze Kei, Mr. Lo, Chris Cze Wai and Mr. Lo, James Cze Chung, being the sons of Mr. Lo and Mr. Lo have abstained from voting on the relevant board resolution(s) to approve the Subscriptions.

Furthermore, Glory Light is wholly and beneficially owned by Mr. C. Ho, son of Mr. N. Ho, who is an executive Director. Accordingly, Glory Light is therefore a connected person of the Company and the 2026 GL Subscription constitutes a connected transaction for the Company and is subject to reporting, announcement and independent Shareholders' approval requirements under the Listing Rules. Mr. N. Ho have abstained from voting on the relevant board resolution(s) to approve the Subscriptions.

The 2026 MG Conversion Shares and the 2026 GL Conversion Shares to be allotted and issued pursuant to the 2026 MG Convertible Notes and the 2026 GL Convertible Notes, respectively, are proposed to be issued pursuant to a Specific Mandate to be granted by the Independent Shareholders by way of poll at the EGM.

Given that each of the 2026 Subscription Agreements is conditional to one another, all the transactions contemplated under the 2026 Subscription Agreements will therefore be subject to the approval of the Independent Shareholders by way of poll at the EGM. Mr. Lo, Moral Glory, Mr. N. Ho and their respective associates will abstain from voting on the proposed resolution(s) to approve the Subscriptions at the EGM. An application will be made to the Listing Committee for the listing of, and permission to deal in, not more than 5,190,476,188 Conversion Shares. Upon completion of the Subscriptions, an announcement regarding the respective principal amounts and maximum accrued interests of the 2026 Convertible Notes and the number of Conversion Shares issuable thereunder will be made by the Company.

Somerley has been appointed as the independent financial adviser to make recommendation to the independent Shareholders and the Independent Board Committee which comprises all independent non-executive Directors, namely Mr. Tsui Hing Chuen, William _{JP}, Mr. Lau Wai Piu, Mr. Lee Kee Wai, Frank and Mr. Wei, Chi Kuan Kenny as to whether the Subscriptions are fair and reasonable and to advise the independent Shareholders on how to vote on the proposed resolutions in respect thereof at the EGM, and such appointment has been approved by the Independent Board Committee.

The issue of the 2026 Convertible Notes and the issue and allotment of the Conversion Shares are subject to the Specific Mandate to be sought at the EGM.

In respect of the Share Consolidation

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as none of the Shareholders or their associates would have a material interest in the Share Consolidation, no Shareholder will be required to abstain from voting on the resolution relating to the proposed Share Consolidation.

A circular containing, among other things, further details of the Subscriptions, the Share Consolidation and the Change in Board Lot Size and a notice convening the EGM is expected to be despatched to the Shareholders on or before Monday, 27 April 2026.

Shareholders and the potential investors should note that the completions of the 2026 Subscription Agreements and the Share Consolidation are conditional upon satisfaction (or, to the extent waivable, waiver) of the respective conditions as set out in this announcement and therefore, the Subscriptions and/or the Share Consolidation may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

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

“2026 Convertible Notes”	collectively, the 2026 MG Convertible Note, the 2026 CTFN Convertible Note, the 2026 DN Convertible Note, the 2026 NV Convertible Note and the 2026 GL Convertible Note
“2026 Conversion Shares”	collectively, the 2026 MG Conversion Shares, the 2026 CTFN Conversion Shares, the 2026 DN Conversion Shares, the 2026 NV Conversion Shares and the 2026 GL Conversion Shares
“2026 CTFN Convertible Note”	the 3% convertible note to be subscribed by CTFN under the 2026 CTFN Subscription Agreement

“2026 CTFN Conversion Shares”	the Conversion Shares to be issued by the Company upon exercise of the Conversion Rights attaching to the 2026 CTFN Convertible Note
“2026 CTFN Subscription”	the subscription of the 2026 CTFN Convertible Note by CTFN pursuant to the 2026 CTFN Subscription Agreement
“2026 CTFN Subscription Agreement”	the conditional subscription agreement dated 13 April 2026 entered into between the Company and CTFN pursuant to which the Company has agreed to issue, and CTFN has agreed to subscribe for, the 2026 CTFN Convertible Note
“2026 DN Convertible Note”	the 3% convertible note to be subscribed by Dragon Noble under the 2026 DN Subscription Agreement
“2026 DN Conversion Shares”	the Conversion Shares to be issued by the Company upon exercise of the Conversion Rights attaching to the 2026 DN Convertible Note
“2026 DN Subscription”	the subscription of the 2026 DN Convertible Note by Dragon Noble pursuant to the 2026 DN Subscription Agreement
“2026 DN Subscription Agreement”	the conditional subscription agreement dated 13 April 2026 entered into between the Company and Dragon Noble pursuant to which the Company has agreed to issue, and Dragon Noble has agreed to subscribe for, the 2026 DN Convertible Note
“2026 GL Convertible Note”	the 3% convertible note to be subscribed by Glory Light under the 2026 GL Subscription Agreement
“2026 GL Conversion Shares”	the Conversion Shares to be issued by the Company upon exercise of the Conversion Rights attaching to the 2026 GL Convertible Note
“2026 GL Subscription”	the subscription of the 2026 GL Convertible Note by Glory Light pursuant to the 2026 GL Subscription Agreement
“2026 GL Subscription Agreement”	the conditional subscription agreement dated 13 April 2026 entered into between the Company and Glory Light pursuant to which the Company has agreed to issue, and Glory Light has agreed to subscribe for, the 2026 GL Convertible Note
“2026 MG Convertible Note”	the 3% convertible note to be subscribed by Moral Glory under the 2026 MG Subscription Agreement
“2026 MG Conversion Shares”	the Conversion Shares to be issued by the Company upon exercise of the Conversion Rights attaching to the 2026 MG Convertible Note

“2026 MG Subscription”	the subscription of the 2026 MG Convertible Note by Moral Glory pursuant to the 2026 MG Subscription Agreement
“2026 MG Subscription Agreement”	the conditional subscription agreement dated 13 April 2026 entered into between the Company and Moral Glory pursuant to which the Company has agreed to issue, and Moral Glory has agreed to subscribe for, the 2026 MG Convertible Note
“2026 NV Convertible Note”	the 3% convertible note to be subscribed by Next Victory under the 2026 NV Subscription Agreement
“2026 NV Conversion Shares”	the Conversion Shares to be issued by the Company upon exercise of the Conversion Rights attaching to the 2026 NV Convertible Note
“2026 NV Subscription”	the subscription of the 2026 NV Convertible Note by Next Victory pursuant to the 2026 NV Subscription Agreement
“2026 NV Subscription Agreement”	the conditional subscription agreement dated 13 April 2026 entered into between the Company and Next Victory pursuant to which the Company has agreed to issue, and Next Victory has agreed to subscribe for, the 2026 NV Convertible Note
“2026 Subscription Agreements”	collectively, the 2026 MG Subscription Agreement, the 2026 CTFN Subscription Agreement, the 2026 DN Subscription Agreement, the 2026 NV Subscription Agreement and the 2026 GL Subscription Agreement
“associate(s)”	has the meaning given to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday, Sunday, any 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 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares from 5,000 Existing Shares to 10,000 Consolidated Shares

“Company”	Vision Values Holdings Limited (遠見控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“Completion Date”	the third Business Day after fulfillment of the conditions precedent set out in each of the Subscription Agreements or such other date as the parties to the respective Subscription Agreement may agree in writing, and in any event no later than the Long Stop Date
“connected person(s)”	has the meaning given to it in the Listing Rules
“Consolidated Share(s)”	issued and unissued ordinary share(s) having a par value of HK\$0.1 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“controlling shareholder”	has the meaning given to it under the Listing Rules
“Conversion Price”	(i) before the implementation of the Share Consolidation, the initial price of HK\$0.042 per Existing Share; and (ii) immediately after (and subject to) the Share Consolidation becoming effective, the initial price of HK\$0.42 per Consolidated Share, (subject to the adjustment as set out in the 2026 Convertible Notes, from time to time, if any)
“Conversion Right(s)”	the right(s) attaching to the 2026 Convertible Notes to convert the respective principal amounts and any accrued but unpaid interest thereon or any part thereof into the Conversion Share(s)
“Conversion Share(s)”	the Existing Share(s) (or, immediately after (and subject to) the Share Consolidation becoming effective, the Consolidated Shares) to be issued by the Company as a result of the exercise of the Conversion Rights attaching to the 2026 Convertible Notes
“CTFN”	Chow Tai Fook Nominee Limited, a company incorporated in Hong Kong with limited liability
“Director(s)”	the director(s) of the Company
“Dragon Noble”	Dragon Noble Group Limited, a company incorporated in the British Virgin Islands with limited liability and beneficially wholly-owned by Dr. Cheng Kar Shun
“EGM”	the extraordinary general meeting to be convened by the Company (i) for the Independent Shareholders to consider and, if thought fit, approve the 2026 Subscription Agreements and the transactions contemplated thereunder; and (ii) for the Shareholders to consider and, if thought fit, approve the Share Consolidation

“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Existing Share(s)”	issued and unissued ordinary share(s) having a par value 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’s services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Glory Light”	Glory Light Limited, a company incorporated in Hong Kong with limited liability and beneficially wholly-owned by Mr. C. Ho
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company, comprising all the independent non-executive Directors, which has been formed for the purpose of advising the Independent Shareholders in respect of the Subscriptions, the 2026 Subscription Agreements and the transactions contemplated thereunder
“Independent Shareholder(s)”	Shareholder(s) other than those who have material interest in the Subscriptions, the 2026 Subscription Agreements and the transactions contemplated thereunder and are required to abstain from voting at the EGM
“Last Trading Day”	10 April 2026, being the last full trading day prior to the date of publication of this announcement
“Listing Committee”	the listing committee of the Stock Exchange

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 June 2026 or such other date as the respective Subscribers may agree in writing;
“Mr. C. Ho”	Mr. Ho Christopher King Tung, the sole shareholder and beneficial owner of Glory Light, and son of Mr. N. Ho
“Mr. N. Ho”	Mr. Ho Hau Chong, Norman, an executive Director of the Company
“Mr. Lo”	Mr. Lo Lin Shing, Simon (魯連城), being the controlling shareholder, chairman, chief executive officer and an executive Director of the Company
“Moral Glory”	Moral Glory International Limited, a company incorporated in the British Virgin Islands with limited liability and beneficially wholly-owned by Mr. Lo
“Next Victory”	Next Victory Group Limited, a company incorporated in the British Virgin Islands with limited liability and beneficially wholly-owned by Ms. Wong Wing Yue Rosaline
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Share(s)”	(i) issued and unissued ordinary share(s) of HK\$0.01 each in the issued share capital of the Company (i.e. Existing Share(s)) before the implementation of the Share Consolidation; and (ii) immediately after (and subject to) the Share Consolidation becoming effective, issued and unissued ordinary share(s) of HK\$0.1 each in the share capital of the Company (i.e. Consolidated Share(s))
“Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the issued Share(s)
“Share Option(s)”	share option granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company adopted on 29 November 2021

“Somerley”	Somerley Capital Limited, a licensed corporation to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial advisor to the Independent Board Committee and the Independent Shareholders in respect of the Subscriptions, the 2026 Subscription Agreements and the transactions contemplated thereunder
“Specific Mandate”	the specific mandate for the issue and allotment of the Conversion Shares which is subject to the approval by the Independent Shareholders at the EGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	collectively, Moral Glory, CTFN, Dragon Noble, Next Victory and Glory Light
“Subscriptions”	collectively, the 2026 MG Subscription, the 2026 CTFN Subscription, the 2026 DN Subscription, the 2026 NV Subscription and the 2026 GL Subscription
“substantial shareholder”	has the meaning given to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“VVLJV”	新疆遠見鴻業物流有限公司, a joint venture company established in the PRC under a joint venture agreement entered between 新疆遠見物流有限公司 and 新疆鑫鵬鴻業物流有限公司 and is held as to 60% by the Company
“%”	per cent.

By Order of the Board
Vision Values Holdings Limited
Tang Chi Kei
Company Secretary

Hong Kong, 13 April 2026

As at the date of this announcement, the Board comprises ten Directors, including Mr. Lo Lin Shing, Simon, Mr. Ho Hau Chong, Norman, Ms. Yvette Ong, Mr. Lo, Rex Cze Kei, Mr. Lo, Chris Cze Wai and Mr. Lo, James Cze Chung as Executive Directors, Mr. Tsui Hing Chuen, William 許, Mr. Lau Wai Piu, Mr. Lee Kee Wai, Frank and Mr. Wei, Chi Kuan Kenny as Independent Non-executive Directors.