CCT FORTIS HOLDINGS LIMITED
（中建富通集團有限公司）

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 00138)**

# CONNECTED TRANSACTION IN RELATION TO THE AMENDMENTS TO THE 2025 CONVERTIBLE BONDS DUE 2025

**Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders**

MERDEKA 領智

## BACKGROUND

References are made to the announcements of the Company dated 16 November 2022, 11 January 2023 and 20 January 2023, and the circular of the Company dated 19 December 2022 in relation of the issue of the 2025 Convertible Bonds in the aggregate principal amount of HK$220,000,000 to Treasure Goal. References are also made to the announcements of the Company dated 17 May 2023 and 5 June 2024, in relation to, amongst others, the transfer and conversion of part of the 2025 Convertible Bonds. References are also made to the announcements of the Company dated 2 January 2026 and 25 February 2026, and the circular of the Company dated 9 February 2026 in relation to the entering into of the amendment deed on 2 January 2026 for the amendments to be made to the 2025 Convertible Bonds. As such amendment deed was not approved by the Independent Shareholders at the special general meeting of the Company held on 25 February 2026, the conditions of such amendment deed had not been satisfied and the amendments thereunder did not take effect.

The 2025 Convertible Bonds have fallen due on 31 December 2025 pursuant to the existing terms and conditions of the Convertible Notes. As at the date of this announcement, the aggregate principal amount of the 2025 Convertible Bonds remaining outstanding is HK$87,920,000 which is held as to HK$83,000,000 by Treasure Goal and HK$4,920,000 by Cheer Fame, respectively.

## SECOND DEED OF AMENDMENT

On 11 September 2026, after trading hours, the Company and the Bondholders entered into the Second Deed of Amendment pursuant to which the Company and the Bondholders have conditionally agreed to amend the terms of the 2025 Convertible Bonds as follows: (i) the maturity date of the 2025 Convertible Bonds be extended for three (3) years from 31 December 2025 to the Extended Maturity Date; (ii) the conversion price of the 2025 Convertible Bonds be changed to HK$0.27 per Conversion Share from and including the date of the amendments under the Second Deed of Amendment having become effective to and including the Extended Maturity Date; and (iii) the interest rate of the 2025 Convertible Bonds be decreased from 4.5% per annum to 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date. Save for the aforesaid, all other terms and conditions of the 2025 Convertible Bonds remain unchanged and in full force and effect.

## LISTING RULES IMPLICATIONS

Pursuant to Rule 28.05 of the Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alteration takes effect automatically under the existing terms of such convertible debt securities. Accordingly, an application will be made by the Company to the Stock Exchange for the approval of the Amendments. An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares which may fall to be issued upon conversion of the 2025 Convertible Bonds. No application will be made for the listing of the 2025 Convertible Bonds on the Stock Exchange or any other stock exchange.

Treasure Goal, one of the Bondholders, is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and Cheer Fame, the other Bondholder, is beneficially and wholly owned by Mr. TK Mak, the chairman and the chief executive officer of Blackbird Group, a controlling shareholder of the Company and the son of Mr. Mak, and hence Treasure Goal and Cheer Fame are connected persons of the Company under Chapter 14A of the Listing Rules. Mr. Mak holds 2,558,965 Shares and Mr. Mak and Mr. TK Mak are deemed under Part XV of the SFO to be interested in an aggregate of 101,457,807 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 65.02% of the issued share capital of the Company. Accordingly, the entering into of the Second Deed of Amendment constitutes a connected transaction on the part of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## GENERAL

An Independent Board Committee (comprising all independent non-executive Directors) will be formed to advise the Independent Shareholders, and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders regarding the Second Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate.

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s) in respect of the Second Deed of Amendment, the Specific Mandate and the transactions contemplated thereunder. A circular containing, among other things, details of the Second Deed of Amendment, together with a notice convening the SGM is expected to be despatched to the Shareholders on or before Monday, 5 October 2026.

**Shareholders and potential investors of the Company should note that the Amendments are subject to the fulfilment of the conditions precedent under the Second Deed of Amendment. Therefore the Second Deed of Amendment may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in doubt, they should consult their professional advisers.**

## BACKGROUND

References are made to the announcements of the Company dated 16 November 2022, 11 January 2023 and 20 January 2023, and the circular of the Company dated 19 December 2022 in relation of the issue of the 2025 Convertible Bonds in the aggregate principal amount of HK$220,000,000 to Treasure Goal. References are also made to the announcements of the Company dated 17 May 2023 and 5 June 2024, in relation to, amongst others, the transfer and conversion of part of the 2025 Convertible Bonds. References are also made to the announcements of the Company dated 2 January 2026 and 25 February 2026, and the circular of the Company dated 9 February 2026 in relation to the entering into of the amendment deed on 2 January 2026 for the amendments to be made to the 2025 Convertible Bonds. As such amendment deed was not approved by the Independent Shareholders at the special general meeting of the Company held on 25 February 2026, the conditions of such amendment deed had not been satisfied and the amendments thereunder did not take effect.

The 2025 Convertible Bonds have fallen due on 31 December 2025 pursuant to the existing terms and conditions of the Convertible Notes. As at the date of this announcement, the aggregate principal amount of the 2025 Convertible Bonds remaining outstanding is HK$87,920,000 which is held as to HK$83,000,000 by Treasure Goal and HK$4,920,000 by Cheer Fame, respectively.

## SECOND DEED OF AMENDMENT

On 11 September 2026, after trading hours, the Company and the Bondholders entered into the Second Deed of Amendment pursuant to which the Company and the Bondholders have conditionally agreed to amend the terms of the 2025 Convertible Bonds as follows:

(i) the maturity date of the 2025 Convertible Bonds be extended for three (3) years from 31 December 2025 to the Extended Maturity Date;

(ii) the conversion price of the 2025 Convertible Bonds be changed to HK$0.27 per Conversion Share from and including the date of the amendments under the Second Deed of Amendment having become effective to and including the Extended Maturity Date; and

(iii) the interest rate of the 2025 Convertible Bonds be decreased from 4.5% per annum to 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date,

(collectively the amendments above, the "**Amendments**").

Save for the Amendments, all other terms and conditions of the 2025 Convertible Bonds remain unchanged and in full force and effect.

An application will be made by the Company to the Stock Exchange for the approval of the Amendments pursuant to Rule 28.05 of the Listing Rules.

### Undertaking by the Bondholders

Each of the Bondholders irrevocably and unconditionally undertakes to the Company that, (a) it will not assign or transfer any part of the outstanding principal amount of the 2025 Convertible Bonds to any transferee pursuant to the terms and condition of the 2025 Convertible Bonds on or before the Long Stop Date or the date of the Amendments having become effective, whichever is earlier; and (b) it will not take any action or proceedings against the Company to enforce repayment of any amount due and repayable by the Company under the 2025 Convertible Bonds pursuant to the terms and conditions of the 2025 Convertible Bonds on or before the Long Stop Date or the date of the Amendments having become effective, whichever is earlier.

### Conditions of the Second Deed of Amendment

The Second Deed of Amendment is conditional upon:

(i) the passing by the Independent Shareholders at the SGM of the necessary resolutions to approve the Second Deed of Amendment, the transactions contemplated thereunder and the Specific Mandate;

(ii) the Company having obtained the approval for the Amendments from the Stock Exchange in accordance with Rule 28.05 of the Listing Rules;

(iii) the Listing Committee having granted listing of, and permission to, deal in the Conversion Shares to be allotted and issued upon the exercise of conversion rights attached to the 2025 Convertible Bonds;

(iv) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Second Deed of Amendments and the Amendments having been obtained and remained in full force and effect; and

(v) all necessary consents and approvals required to be obtained on the part of the Bondholders in respect of the Second Deed of Amendments and the Amendments having been obtained and remained in full force and effect.

The Amendments shall take effect on the next Business Day when all the conditions above are fulfilled. None of the above conditions can be waived. If any of the above conditions is not fulfilled on or before the Long Stop Date, the Second Deed of Amendment shall automatically be terminated and be of no further effect and the Company and the Bondholders shall be released from all obligations thereunder.

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

**Principal terms of the 2025 Convertible Bonds immediately after the Amendments**

All the terms of the 2025 Convertible Bonds shall remain unchanged save as revised by the Amendments. The principal terms of the 2025 Convertible Bonds as disclosed in the announcement of the Company dated 16 November 2022 and the circular of the Company dated 19 December 2022 (as revised by the Amendments) are summarised below:

| | | |
|---|---|---|
| Issue price | : | 100% of the principal amount |
| Aggregate outstanding principal amount | : | HK$87,920,000 |
| Conversion price | : | The Conversion Price shall be HK$0.27 per Conversion Share, subject to adjustments as hereafter described.<br><br>The Conversion Price of HK$0.27 per Conversion Share was determined after arm's length negotiations between the Company and the Bondholders with reference to the prevailing market price of the Shares, which represents:<br><br>(i) a discount of approximately 8.47% to the closing price of HK$0.295 per Share as quoted on the Stock Exchange on the date of the Second Deed of Amendment;<br><br>(ii) a discount of approximately 8.78% to the average closing prices of HK$0.296 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Second Deed of Amendment; and |

(iii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 6.08%, represented by the theoretical diluted price (as defined under Rule 7.27B of the Listing Rules) of approximately HK$0.278 per Share, to the benchmarked price of HK$0.296 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of (a) the closing price of HK$0.295 per Share on the date of the Second Deed of Amendment and (b) the average closing price of HK$0.296 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately preceding the date of the Second Deed of Amendment.

Adjustment events : The Conversion Price shall from time to time be subject to adjustment upon occurrence of the following events:

(i) an alteration to the nominal number of the Shares by way of consolidation, sub-division, or reclassification;

(ii) an issue (other than in lieu of cash dividend and other than issue that would amount to capital distribution) of any Shares credited as fully paid to the Shareholders by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);

(iii) a capital distribution (in cash or specie and whether on a reduction of capital or otherwise) to the Shareholders or grant to the Shareholders rights to acquire for cash assets of the Group;

(iv) an offer of new Shares to the Shareholders for conversion by way of rights, or grant, to Shareholders of any options or warrants to subscribe for new Shares, at a price which is less than 90% of the market price on the date of the announcement of the terms of the offer or grant;

(v) (aa) an issue of securities wholly for cash or for reduction of liabilities or for acquisition of asset which by their terms are convertible into or exchangeable for or carry rights of conversion for new Shares, and the total effective consideration per Share initially receivable for such securities is less than 90% of the market price on the date of the announcement of the terms of issue of such securities; (bb) modification of the rights of conversion or exchange or subscription attached to any such securities as are mentioned in section (aa) of this paragraph (e), so that the total effective consideration per Share initially receivable for such securities shall be less than 90% of the market price on the date of announcement of the proposal to modify such rights of conversion or exchange or subscription;

(vi) an issue of any Shares wholly for cash or for reduction of liabilities at a price per Share which is less than 90% of the market price on the date of the announcement of the terms of such issue; and

(vii) an issue of any Shares for the acquisition of asset at a total effective consideration per Share which is less than 90% of the market price at the date of the announcement of the terms of such issue.

Interest rate : (a) 4.5% per annum from and including the date of issue of the 2025 Convertible Bonds to and including 10 September 2026; and

(b) 0% per annum from and including 11 September 2026 to and including the Extended Maturity Date.

Conversion Shares : Based on the aggregate outstanding principal amount of the 2025 Convertible Bonds of HK$87,920,000, the 2025 Convertible Bonds are convertible into 325,629,629 Conversion Shares at the initial conversion price of HK$0.27 per Conversion Share (subject to adjustments), which represents:

(i) approximately 203.56% of the total issued share capital of the Company as at the date of this announcement; and

(ii) approximately 67.06% of the total issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares upon exercise in full of the conversion rights attaching to the 2025 Convertible Bonds.

| | | |
|---|---|---|
| Conversion period | : | The period commencing from the issue date of the 2025 Convertible Bonds up to 4:00 p.m. (Hong Kong time) on the day immediately prior to and exclusive of the Extended Maturity Date. |
| Conversion rights and restrictions | : | The holder(s) of the 2025 Convertible Bonds shall, subject to compliance with the procedures set out in the terms and conditions thereunder, have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the 2025 Convertible Bonds registered in its name into the Conversion Shares provided further that (i) any conversion shall be made in amounts of not less than a whole multiple of HK$500,000 on each conversion save that if at any time the aggregate outstanding principal amount of the 2025 Convertible Bonds is less than HK$500,000, the whole (but not part only) of the outstanding principal amount of the 2025 Convertible Bonds may be converted; and (ii) the exercise of the conversion rights attached to the 2025 Convertible Bonds will not cause the Company to be unable to meet the public float requirement under the Listing Rules. |
| Early redemption at the option of the Company | : | The Company shall be entitled at its sole discretion, by giving not less than seven (7) days' notice to the holder(s) of the 2025 Convertible Bonds, propose to the holder(s) to redeem the outstanding 2025 Convertible Bonds (in multiples of HK$500,000 or such lesser amount as may represent the entire principal amount thereof) an amount equivalent to 100% of the principal amount of such outstanding 2025 Convertible Bonds at any time after the date of issue of the 2025 Convertible Bonds up to and including the date falling seven (7) days immediately before the Extended Maturity Date. |
| Ranking | : | The Conversion Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares in issue on the relevant conversion date including the right to all dividends or other distributions, paid or made on or after the relevant conversion date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date thereof shall be on or before the relevant conversion date. |
| Extended Maturity Date | : | 31 December 2028 |
| Voting rights | : | The holder(s) of the 2025 Convertible Bonds shall not have any right to attend or vote in any general meeting of the Company. |

| | | |
|---|---|---|
| Transferability | : | Subject to compliance with the Listing Rules, the 2025 Convertible Bonds may be transferred or assigned in whole or in part in integral multiples of HK$500,000 by the holder(s) of the 2025 Convertible Bonds to any party, save and except that the 2025 Convertible Bonds shall not be transferred to a connected person of the Company unless with the prior written consent of the Company. |
| Security | : | The obligations of the Company under the 2025 Convertible Bonds are unsecured. |

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon full conversion of the 2025 Convertible Bonds at the Conversion Price are as follows:

| | **(i) As at the date of this announcement** | | **(ii) Immediately upon full conversion of the 2025 Convertible Bonds at the Conversion Price** | |
|---|---|---|---|---|
| | *No. of Shares* | *Approximate %* | *No. of Shares* | *Approximate %* |
| **Mr. Mak** | | | | |
| Mr. Mak *(Note 1)* | 2,558,965 | 1.60 | 2,558,965 | 0.53 |
| Treasure Goal *(Note 2)* | — | — | 307,407,407 | 63.31 |
| **Mr. TK Mak** | | | | |
| Cheer Fame *(Note 3)* | — | — | 18,222,222 | 3.75 |
| **Entities held by Mr. Mak and Mr. TK Mak** *(Note 4)* | | | | |
| Capital Winner | 46,842,367 | 29.28 | 46,842,367 | 9.65 |
| New Capital | 45,260,761 | 28.29 | 45,260,761 | 9.32 |
| Capital Force | 9,354,679 | 5.85 | 9,354,679 | 1.93 |
| **Public Shareholders** | 55,950,773 | 34.98 | 55,950,773 | 11.51 |
| **Total** | **159,967,545** | **100.00** | **485,597,174** | **100.00** |

*Notes:*

1. Mr. Mak is the chairman, an executive Director and the controlling Shareholder of the Company.

2. Treasure Goal is beneficially and wholly-owned by Mr. Mak and is a close associate of Mr. Mak.

3. Cheer Fame is beneficially and wholly-owned by Mr. TK Mak and is a close associate of Mr. TK Mak.

4. Capital Winner, New Capital and Capital Force are private corporations owned as to 51% by Mr. Mak and as to 49% by Mr. TK Mak, a son of Mr. Mak, beneficially. Mr. Mak and Mr. TK Mak are deemed to be interested in 101,457,807 Shares held by these companies under the SFO as they controls the exercise of all the voting power at respective general meetings of these companies.

5. The shareholding structure is prepared for illustrative purpose only. There is no right for the Bondholders to convert any principal amount of the 2025 Convertible Bonds and the Company shall not issue any Conversion Shares thereof if, upon such conversion and issue of the Conversion Shares, the Company will not be able to comply with the minimum public float requirement under the Listing Rules.

## FUND RAISING DURING THE PAST TWELVE MONTHS

Save for the entering into of the deed of amendment on 2 January 2026 in respect of the 2025 Convertible Bonds, the Company has not conducted any equity fund raising exercises in the past twelve months immediately preceding the date of this announcement.

## REASONS FOR AND BENEFITS OF THE SECOND DEED OF AMENDMENT

The Group is principally engaged in (i) property business; (ii) securities business; (iii) multifaceted automotive business and investments in valuable collections; and (iv) cultural entertainment business.

The terms of the Second Deed of Amendment were determined after arm's length negotiations between the Company and the Bondholders.

In view of the Group's net current liability position as at 30 June 2026, the Company did not have sufficient financial capacity to meet the redemption obligation despite the maturity of the Convertible Bonds on 31 December 2025. As such, the extension of the maturity date of the 2025 Convertible Bonds and the reduction of interest rate of the 2025 Convertible Bonds pursuant to the Second Deed of Amendment would mean that the outstanding amount of the 2025 Convertible Bonds will be classified as a non-current liability after extension and would enable the Company to postpone its cash outflow and allow the Group to have more financial flexibility in the deployment of its working capital for its businesses operations and development, and thus will allow the Company to retain its financial resources for a longer period of time and represents an opportunity to enhance the working capital of the Company. Also, the reduction of interest rate of the 2025 Convertible Bonds would reduce the Company's financing costs and near term cash outflows, thereby improving its ability to stabilise operations and recover financial performance.

As such, the Directors consider (excluding the independent non-executive Directors whose views will be given after taking into account the advice from the Independent Financial Adviser) that the terms and conditions of the Second Deed of Amendment are fair and reasonable and that the Amendments are in the interests of the Company and the Shareholders as a whole.

## LISTING RULES IMPLICATIONS

Pursuant to Rule 28.05 of the Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alteration takes effect automatically under the existing terms of such convertible debt securities. Accordingly, an application will be made by the Company to the Stock Exchange for the approval of the Amendments. An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Conversion Shares which may fall to be issued upon conversion of the 2025 Convertible Bonds. No application will be made for the listing of the 2025 Convertible Bonds on the Stock Exchange or any other stock exchange.

Treasure Goal, one of the Bondholders, is beneficially and ultimately owned by Mr. Mak, being the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company, and Cheer Fame, the other Bondholder, is beneficially and wholly owned by Mr. TK Mak, the chairman and the chief executive officer of Blackbird Group, a controlling shareholder of the Company and the son of Mr. Mak, and hence Treasure Goal and Cheer Fame are connected persons of the Company under Chapter 14A of the Listing Rules. Mr. Mak holds 2,558,965 Shares and Mr. Mak and Mr. TK Mak are deemed under Part XV of the SFO to be interested in an aggregate of 101,457,807 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 65.02% of the issued share capital of the Company. Accordingly, the entering into of the Second Deed of Amendment constitutes a connected transaction on the part of the Company and is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## GENERAL

An Independent Board Committee (comprising all independent non-executive Directors) will be formed to advise the Independent Shareholders, and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders regarding the Second Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate.

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s) in respect of the Second Deed of Amendment, the Specific Mandate and the transactions contemplated thereunder. A circular containing, among other things, details of the Second Deed of Amendment, together with a notice convening the SGM is expected to be despatched to the Shareholders on or before Monday, 5 October 2026.

**Shareholders and potential investors of the Company should note that the Amendments are subject to the fulfilment of the conditions precedent under the Second Deed of Amendment. Therefore the Second Deed of Amendment may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in doubt, they should consult their professional advisers.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

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|---|---|
| "2025 Convertible Bonds" | the convertible bonds due on 31 December 2025 issued by the Company on 20 January 2023 with an aggregate outstanding principal amount of HK$87,920,000 as at the date of this announcement |
| "Blackbird Group" | the Blackbird Group established by the Company, which is engaged in the multi-faceted automotive business including the Ferrari importership, Maserati importership, investment and trading of valuable collections, car logistics operations and other new business ventures |
| "Board" | Board of Directors of the Company |
| "Bondholders" | Treasure Goal and Cheer Fame |
| "Business Day(s)" | a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which "extreme conditions" announced by the Government of Hong Kong or a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon |
| "Capital Force" | Capital Force International Limited, a business company incorporated in the British Virgin Islands with limited liability, the shares of which are beneficially owned as to 51% by Mr. Mak and 49% by Mr. TK Mak |
| "Capital Winner" | Capital Winner Investments Limited, a business company incorporated in the British Virgin Islands with limited liability, the shares of which are beneficially owned as to 51% by Mr. Mak and 49% by Mr. TK Mak |
| "Cheer Fame" | Cheer Fame International Limited (喜威國際有限公司), a BVI business company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. TK Mak |
| "Company" | CCT Fortis Holdings Limited, an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange (stock code: 138) |
| "connected person(s)" | has the meaning ascribed to it under the Listing Rules |

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| "Conversion Price" | the conversion price per Conversion Share of the 2025 Convertible Bonds |
| "Conversion Share(s)" | the Shares to be issued and allotted upon conversion of the 2025 Convertible Bonds as amended by the Second Deed of Amendment |
| "Director(s)" | director(s) of the Company |
| "Extended Maturity Date" | 31 December 2028 |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | Hong Kong Special Administrative Region of the PRC |
| "Independent Board Committee" | an independent board committee comprising the independent non-executive Directors to advise the Independent Shareholders as to the fairness and reasonableness of the Second Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate |
| "Independent Financial Adviser" | Merdeka Corporate Finance Limited, a corporation licensed to carry on Type 6 (Advising on Corporate Finance) regulated activity under the SFO, and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Second Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate |
| "Independent Shareholders" | the Shareholders not required under the Listing Rules to abstain from voting on the resolution(s) approving the Second Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate |
| "Independent Third Party(ies)" | third party(ies) independent of and not connected (as defined under the Listing Rules) with the Company and connected person(s) of the Company |
| "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" | 31 December 2026 (or such other date as the Company and the Bondholders may agree) |

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| "Mr. Mak" | Mr. Mak Shiu Tong, Clement who is the sole beneficial owner of Treasure Goal and the chairman, the chief executive officer, an executive Director and the controlling Shareholder of the Company |
| "Mr. TK Mak" | Mr. Mak Chun Kiu is the chairman and the chief executive officer of Blackbird Group, a controlling shareholder of the Company and the son of Mr. Mak |
| "New Capital" | New Capital Industrial Limited, a business company incorporated in the British Virgin Islands with limited liability, the shares of which are beneficially owned as to 51% by Mr. Mak and 49% by Mr. TK Mak |
| "PRC" | the People's Republic of China which, and for the sole purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| "Second Deed of Amendment" | the second deed of amendment entered into between the Company and the Bondholders on 11 September 2026 in relation to the amendments to certain terms and conditions of the 2025 Convertible Bonds |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time |
| "SGM" | the special general meeting of the Company to be convened and held to consider and approve the Second Deed of Amendment, the Specific Mandate and the transactions respectively contemplated thereunder |
| "Share(s)" | ordinary share(s) of HK$0.10 each |
| "Shareholder(s)" | holder(s) of the issued Shares |
| "Specific Mandate" | a specific mandate to cover the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the 2025 Convertible Bonds as amended by the Second Deed of Amendment |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |

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| "Treasure Goal" | Treasure Goal International Limited (寶高國際有限公司), a business company incorporated in the British Virgin Islands with limited liability, which is beneficially and wholly owned by Mr. Mak |
| "%" | per cent. |

By Order of the Board
**CCT FORTIS HOLDINGS LIMITED**
**Mak Shiu Tong, Clement**
*Chairman and Chief Executive Officer*

Hong Kong, 11 September 2026

*As at the date of this announcement, the executive Directors are Mr. Mak Shiu Tong, Clement and Ms. Cheng Yuk Ching, Flora; and the independent non-executive Directors are Mr. Chen Li, Mr. Chow Siu Ngor and Mr. Lau Ho Kit, Ivan.*