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**(1) PROPOSED CAPITAL REORGANISATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(3) 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**



PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation and Capital Reduction as follows:

(1) Share Consolidation

Every ten (10) issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$1.00 each in the share capital of the Company.

(2) Capital Reduction

Immediately upon the Share Consolidation becoming effective, the issued share capital of the Company will be reduced by cancelling the paid-up share capital of the Company to the extent of HK\$0.90 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.10.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lot size of 2,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,000 Existing Shares to 5,000 Adjusted Shares subject to and upon the Capital Reorganisation becoming effective.

Based on the closing price of HK\$0.071 per Existing Share (equivalent to the theoretical price of HK\$0.71 per Adjusted Share) as quoted on the Stock Exchange as at the date of this announcement: (i) the value of each board lot of 2,000 Existing Shares is HK\$142; and (ii) the value of each new board lot of 5,000 Adjusted Shares would be HK\$3,550 assuming the Capital Reorganisation had already been effective.

AMENDMENTS TO THE 2025 CONVERTIBLE BONDS DUE 2025

On 2 January 2026, after trading hours, the Company and the Bondholders entered into the 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 two (2) years from 31 December 2025 to the Extended Maturity Date; (ii) the conversion price of the 2025 Convertible Bonds be changed from HK\$0.16 per Conversion Share to HK\$0.45 per New Conversion Share from and including the date of the Amendments under the Deed of Amendment having become effective to and including the Extended Maturity Date; (iii) the interest rate of the 2025 Convertible Bonds be decreased from 4.5% per annum to 0% per annum from and including 1 January 2026 to and including the Extended Maturity Date; (iv) the outstanding interest accrued payable by the Company to Treasure Goal under the 2025 Convertible Bonds up to 31 December 2025 in the amount of HK\$13,917,261.66 will be converted into a zero interest shareholders' loan owed by the Company to Treasure Goal repayable on demand; and (v) the outstanding interest accrued payable by the Company to Cheer Fame under the 2025 Convertible Bonds up to 31 December 2025 in the amount of HK\$653,375.33 will be converted into a zero interest shareholders' loan owed by the Company to Cheer Fame repayable on demand. 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 New 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 25,589,652 Shares and is deemed under Part XV of the SFO to be interested in an aggregate of 1,173,953,079 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 74.98% of the issued share capital of the Company. Accordingly, the entering into of the 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) has been 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 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 Capital Reorganisation, the Deed of Amendment, the Specific Mandate and the transactions contemplated thereunder. A circular containing, among other things, details of the Capital Reorganisation, Change in Board Lot Size and the Deed of Amendment, together with a notice convening the SGM is expected to be despatched to the Shareholders on or before Thursday, 22 January 2026.

Shareholders and potential investors of the Company should note that (1) the Capital Reorganisation is conditional upon the fulfilment of certain conditions set out in this announcement and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective; and (2) the Amendments is subject to the fulfilment of the conditions precedent under the Deed of Amendment. Therefore, the Capital Reorganisation, the Change in Board Lot Size and the 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.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation and Capital Reduction as follows:

(1) Share Consolidation

The Board proposes that every ten (10) issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$1.00 each in the share capital of the Company. The Consolidated Shares will rank *pari passu* in all respects with each other.

(2) Capital Reduction

The Board proposes that immediately upon the Share Consolidation becoming effective, the Capital Reduction be implemented, pursuant to which, (a) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; and (b) the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK\$0.90 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.10. Based on the 1,599,675,452 Existing Shares in issue as at the date of this announcement, a credit of approximately HK\$143,970,790.50 will arise from the Capital Reduction, which will be transferred to a contributed surplus account of the Company and the contributed surplus account will be applied by the Directors for such purposes permitted under the Companies Act and the Bye-Laws.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon the following conditions being fulfilled:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Capital Reorganisation and the transactions contemplated thereunder;
- (ii) the compliance with the relevant procedures and requirements under the Companies Act and applicable laws of Bermuda to effect the Capital Reorganisation, which includes the Directors being satisfied that on the date the Capital Reorganisation is to take effect, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due;
- (iii) the Listing Committee granting approval for the listing of, and the permission to deal in, the Adjusted Shares upon the Capital Reorganisation becoming effective;
- (iv) the compliance with all relevant procedures and requirements under the Bye-Laws and the Listing Rules to effect the Capital Reorganisation; and
- (v) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

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

Subject to the fulfilment of all the above conditions, the Capital Reorganisation is expected to become effective on Monday, 23 February 2026, being the second Business Day immediately following the date of the SGM.

Proposed Change in Board Lot Size

As at the date of this announcement, the Existing Shares are currently traded on the Stock Exchange in the board lots of 2,000 Existing Shares. It is proposed that, subject to and conditional upon the Capital Reorganisation becoming effective, the board lot size for trading on the Stock Exchange be changed from 2,000 Existing Shares to 5,000 Adjusted Shares.

Based on the closing price of HK\$0.071 per Existing Share (equivalent to the theoretical price of HK\$0.71 per Adjusted Share) as quoted on the Stock Exchange as at the date of this announcement: (i) the value of each board lot of 2,000 Existing Shares is HK\$142; and (ii) the value of each new board lot of 5,000 Adjusted Shares would be HK\$3,550 assuming the Capital Reorganisation had already been effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

Application for the listing of the Adjusted Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Adjusted Shares.

Subject to the granting of the listing of, and the permission to deal in, the Adjusted Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the Adjusted 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 trading 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 Adjusted 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 exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes effective, the Adjusted 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 is being or is proposed to be sought.

Effects of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is HK\$2,000,000,000 divided into 20,000,000,000 Existing Shares with par value of HK\$0.10 each, of which 1,599,675,452 Existing Shares have been issued and are fully paid or credited as fully paid.

Assuming that no further Existing Shares are allotted, issued or repurchased from the date of this announcement up to and including the effective date of the Capital Reorganisation, immediately upon the Capital Reorganisation becoming effective, the authorised share capital of the Company shall become HK\$2,000,000,000 divided into 20,000,000,000 Adjusted Shares of par value of HK\$0.10 each, of which 159,967,545 Adjusted Shares will have been issued and will be fully paid or credited as fully paid.

Assuming there are no other changes in the issued share capital of the Company from the date of this announcement up to the effective date of the Capital Reorganisation, the share capital structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Share Consolidation but prior to the completion of the Capital Reduction; and (iii) immediately after completion of the Capital Reduction is summarised below:

	As at the date of this announcement	Immediately after completion of the Share Consolidation but prior to the completion of the Capital Reduction	Immediately after completion of the Capital Reduction
Par value per Share	HK\$0.10 per Existing Share	HK\$1.00 per Consolidated Share	HK\$0.10 per Adjusted Share
Authorised share capital			
Authorised share capital	HK\$2,000,000,000	HK\$2,000,000,000	HK\$2,000,000,000
Number of authorised shares	20,000,000,000 Existing Shares	2,000,000,000 Consolidated Shares	20,000,000,000 Adjusted Shares
Issued share capital			
Amount of issued share capital	HK\$159,967,545.20	HK\$159,967,545	HK\$15,996,754.50
Number of issued Shares	1,599,675,452 Existing Shares	159,967,545 Consolidated Shares	159,967,545 Adjusted Shares
Unissued share capital			
Amount of unissued share capital	HK\$1,840,032,454.80	HK\$1,840,032,455	HK\$1,984,003,245.50
Number of unissued Shares	18,400,324,548 Existing Shares	1,840,032,455 Consolidated Shares	19,840,032,455 Adjusted Shares

As at the date of this announcement, 1,599,675,452 Existing Shares are issued and fully paid or credited as fully paid. Immediately upon the Share Consolidation becoming effective, the Capital Reduction will involve a reduction of the par value of each issued Consolidated Share from HK\$1.00 to HK\$0.10, and a credit of approximately HK\$143,970,790.50 will arise as a result of the Capital Reduction and the aggregate nominal value of the issued share capital will be HK\$15,996,754.50 following the Capital Reduction becoming effective. It is proposed that the credit arising from the Capital Reduction will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws of Bermuda and the Memorandum and Bye-Laws.

Status of the Adjusted Shares

All Adjusted Shares in issue immediately following the Capital Reorganisation becoming effective shall rank *pari passu* in all aspects with each other in accordance with the Memorandum and the Bye-Laws.

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation of the Capital Reorganisation will not alter the underlying assets, business operation, management or financial position of the Company and the proportional interests and rights of the Shareholders, save that any fractional Adjusted Shares will not be allocated to the Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Capital Reorganisation.

Adjustments in relation to other securities of the Company

As at the date of this announcement, the total number of Shares available for issue under the Share Option Scheme is 87,311,145 Shares and there have been no Share Options granted entitling the holders thereof to subscribe for any Existing Share under the Share Option Scheme since its adoption. 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 Share Options as a result of the Capital Reorganisation. As at the date of this announcement, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into any Shares.

OTHER ARRANGEMENTS

Exchange of share certificates for the Adjusted Shares

Subject to the Capital Reorganisation becoming effective, Shareholders may submit their existing share certificates in brown colour for the Existing Shares on or after Monday, 23 February 2026 and until Tuesday, 31 March 2026 (both days inclusive) to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong during business hours in exchange for new share certificates in reddish brown colour for the Adjusted Shares at the expenses of the Company. It is expected that the new share certificates for the Adjusted Shares will be available for collection within ten (10) Business Days after submission of the existing share certificates to the Registrar for exchange.

Shareholders should note that after the prescribed time for free exchange of new share certificates for the Adjusted Shares, a fee of HK\$2.50 (or such other amount as may be specified by the Stock Exchange from time to time) will be payable by Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Adjusted Shares, whichever the number of certificate(s) cancelled or issued is higher.

All existing certificates of the Existing Shares will continue to be evidence of title to such Shares but all existing certificates of Existing Shares will cease to be valid for delivery, trading and settlement purpose.

Arrangement on odd lot trading and matching services

In order to facilitate the trading of odd lots (if any) of the Adjusted Shares arising from the Capital Reorganisation, the Company will appoint an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Adjusted Shares to make up a full board lot, or to dispose of their holding of odd lots of the Adjusted Shares. Details of the odd lot trading arrangement will be stated in the circular to be despatched to the Shareholders which shall also contain, among other things, details of the Capital Reorganisation.

Holders of odd lots of the Adjusted Shares should note that matching of the sale and purchase of odd lots of the Adjusted Shares is not guaranteed. Shareholders, who are in any doubt about the odd lot arrangement, are recommended to consult their own professional advisers.

Fractional entitlement to the Adjusted Shares

Any fractional Adjusted Shares arising from the Capital Reorganisation, if any, will be disregarded and will not be issued to the Shareholders otherwise entitled thereto but all such fractional Adjusted Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Adjusted Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers and may wish to consider the possibility of buying or selling the Shares in a number sufficient to make up an entitlement to receive a whole number of Adjusted Shares.

REASONS FOR AND BENEFITS OF THE CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE

Pursuant to 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 (the “Guide”), the expected value per board lot should be greater than HK\$2,000 taking into account the minimum transaction costs for a securities trade. Based on the then prevailing market price per Share prior to the completion of the Share Consolidation, the market value of each board lot fell below HK\$2,000.

The Shares are currently traded on the Stock Exchange in the board lot size of 2,000 Existing Shares. It is proposed that the board lot size will be amended to 5,000 Adjusted Shares when the Capital Reorganisation becomes effective. Based on the closing price of HK\$0.071 per Existing Share (equivalent to the theoretical closing price of HK\$0.71 per Adjusted Share) as quoted on the Stock Exchange as at the date of this announcement, the value of each new board lot of 5,000 Adjusted Shares would be HK\$3,550 as compared to HK\$142 of the original board lot of 2,000 Existing Shares.

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 proceed with a consolidation or splitting of securities. The Guide has further stated that (i) market price of the shares 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.

In view of the recent trading price of the Shares, the Board considers that the Capital Reorganisation and the Change in Board Lot Size will increase the board lot value of the Existing Shares, thereby enabling 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/securities houses will charge a minimum transaction cost for each securities trade. It is also expected that the liquidity in trading of the Adjusted Shares will increase accordingly. In addition, the implementation of the Capital Reorganisation and the Change in Board Lot Size will facilitate the extension of the maturity date of the 2025 Convertible Bonds under the Deed of Amendment. In view of the above, the Board considers that the Capital Reorganisation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, save as disclosed in this announcement, the Company currently (i) does not have any agreement, arrangement, understanding, intention, or negotiation (either concluded or in process) on any potential fundraising activities which will involve issue of equity securities of the Company; and (ii) has no other plan or intention to carry out any future corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation, the Capital Reduction and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the SGM and satisfaction of the conditions to the Capital Reorganisation and the Change in Board Lot Size, and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates unless otherwise specified.

Event	2026 (Hong Kong time and date)
Despatch date of circular with notice of the SGM	on or before Thursday, 22 January
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM	4:30 p.m. on Tuesday, 10 February
Closure of the register of members of the Company to determine the entitlement to attend and vote at the SGM (both days inclusive)	Wednesday, 11 February to Monday, 16 February
Latest date and time for lodging the proxy forms for the SGM	11:00 a.m. on Saturday, 14 February
Record date for the SGM.....	Monday, 16 February
Expected date and time of the SGM.....	11:00 a.m. on Monday, 16 February
Publication of announcement of poll results of the SGM.....	Monday, 16 February
The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation:	
Expected Effective Date of the Capital Reorganisation.....	Monday, 23 February
First day for free exchange of existing share certificates for new share certificates for Adjusted Shares	Monday, 23 February
Commencement of dealings in Adjusted Shares	9:00 a.m. on Monday, 23 February
Original counter for trading in Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates)temporarily closes.....	9:00 a.m. on Monday, 23 February

Temporary counter for trading in Adjusted Shares in temporary board lot of 200 Adjusted Shares (in the form of existing share certificates) opens.....	9:00 a.m. on Monday, 23 February
Original counter for trading in Adjusted Shares in board lot of 5,000 Adjusted Shares (in the form of new share certificates for Adjusted Shares) re-opens.....	9:00 a.m. on Monday, 9 March
Parallel trading in the Adjusted Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Monday, 9 March
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of Adjusted Shares	9:00 a.m. on Monday, 9 March
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of Adjusted Shares	4:00 p.m. on Friday, 27 March
Temporary counter for trading in Adjusted Shares in temporary board lot of 200 Adjusted Shares (in the form of existing share certificates) closes	4:10 p.m. on Friday, 27 March
Parallel trading in Adjusted Shares (in the form of new share certificates for Adjusted Shares and existing share certificates) ends	4:10 p.m. on Friday, 27 March
Last day for free exchange of existing share certificates for the share certificates for Adjusted Shares	Tuesday, 31 March

BACKGROUND OF THE 2025 CONVERTIBLE BONDS

Reference is 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 to, among other things, the issuance of the 2025 Convertible Bonds due on 31 December 2025 in the aggregate principal amount of HK\$220,000,000, and the announcement of the Company dated 17 May 2023 in relation to the transfer and conversion of part of the 2025 Convertible Bonds.

As at the date of this announcement, the aggregate principal amount of the 2025 Convertible Bonds remaining outstanding are held as to HK\$83,000,000 by Treasure Goal and HK\$4,920,000 by Cheer Fame, respectively.

THE DEED OF AMENDMENT

On 2 January 2026, after trading hours, the Company entered into the Deed of Amendment with the Bondholders pursuant to which the Company and each of the Bondholders has conditionally agreed to amend the terms and conditions of the 2025 Convertible Bonds as follows:

- (i) the maturity date of the 2025 Convertible Bonds be extended for two (2) years from 31 December 2025 to the Extended Maturity Date;
- (ii) the conversion price of the 2025 Convertible Bonds be changed from HK\$0.16 per Conversion Share to HK\$0.45 per New Conversion Share from and including the date of the Amendments under the Deed of Amendment having become effective to and including the Extended Maturity Date; for the avoidance of doubt, no further adjustment to the Conversion Price will be made pursuant to the Capital Reorganisation having becoming effective;
- (iii) the interest rate of the 2025 Convertible Bonds be decreased from 4.5% per annum to 0% per annum from and including 1 January 2026 to and including the Extended Maturity Date;
- (iv) the outstanding interest accrued under the 2025 Convertible Bonds payable by the Company to Treasure Goal up to 31 December 2025 in the amount of HK\$13,917,261.66 will be converted into a zero interest shareholders' loan owed by the Company to Treasure Goal repayable on demand; and
- (v) the outstanding interest accrued under the 2025 Convertible Bonds payable by the Company to Cheer Fame up to 31 December 2025 in the amount of HK\$653,375.33 will be converted into a zero interest shareholders' loan owed by the Company to Cheer Fame repayable on demand,

(collectively the amendments above, the “**Amendments**”).

Save for the Amendments, all other terms and conditions of the 2025 Convertible Bonds shall 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 Deed of Amendment

The Deed of Amendment is conditional upon:

- (i) the Capital Reorganisation and the Change in Board Lot Size having become effective;
- (ii) the passing by the Independent Shareholders at the SGM of the necessary resolutions to approve the Capital Reorganisation, the Deed of Amendment, the transactions contemplated thereunder and the Specific Mandate;
- (iii) the Company having obtained the approval for the Amendments from the Stock Exchange in accordance with Rule 28.05 of the Listing Rules;
- (iv) the Listing Committee having granted listing of, and permission to, deal in the New Conversion Shares to be allotted and issued upon the exercise of conversion rights attached to the 2025 Convertible Bonds; and
- (v) all necessary consents and approvals required to be obtained on the part of the Company and the Bondholders in respect of the 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 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

The principal terms of the 2025 Convertible Bonds (as amended by the Deed of Amendment) are as follows:

Issue price : 100% of the principal amount

Aggregate Outstanding : HK\$87,920,000
Principal amount

Conversion price : The Conversion Price shall be HK\$0.16 per Conversion Share from and including the date of issue of the 2025 Convertible Bonds to and including the date immediately prior to the date of the Amendments under the Deed of Amendment having become effective, and HK\$0.45 per New Conversion Share from and including the date of the Amendments under the Deed of Amendment having become effective to and including the Extended Maturity Date, all subject to adjustments as hereafter described.

The Conversion Price of HK\$0.45 per New Conversion Share (equivalent to HK\$0.045 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:

- (i) a discount of approximately 36.62% to the closing price of HK\$0.071 per Existing Share as quoted on the Stock Exchange on the date of the Deed of Amendment;
- (ii) a discount of approximately 36.08% to the average closing prices of HK\$0.0704 per Existing Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Deed of Amendment; and
- (iii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 20.14%, represented by the theoretical diluted price (as defined under Rule 7.27B of the Listing Rules) of approximately HK\$0.0567 per Existing Share, to the benchmarked price of HK\$0.071 per Existing Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of (a) the closing price of HK\$0.071 per Existing Share on the date of the Deed of Amendment and (b) the average closing price of HK\$0.0704 per Existing Share as quoted on the Stock Exchange for the five consecutive trading days immediately preceding the date of the Deed of Amendment.

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

- (a) an alteration to the nominal number of the Shares by way of consolidation, sub-division, or reclassification;
- (b) 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);
- (c) 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;
- (d) 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;
- (e) (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;
- (f) 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
- (g) 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 31 December 2025 (b) 0% per annum from and including 1 January 2026 to and including the Extended Maturity Date
Conversion Shares/ New 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 195,377,777 New Conversion Shares (equivalent to 1,953,777,777 Conversion Shares) at the initial conversion price of HK\$0.45 per New Conversion Share (equivalent to HK\$0.045) per Conversion Share) (subject to adjustments), which represents: (i) approximately 122.14% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 54.98% of the total issued share capital of the Company as enlarged by the allotment and issue of the New Conversion Shares upon exercise in full of the conversion rights attaching to the 2025 Convertible Bonds and after the Capital Reorganisation becoming effective.
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 or New Conversion Shares (as the case may be) 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 New Conversion Shares, when allotted and issued, shall rank <i>pari passu</i> 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 2027
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; (ii) immediately after completion of the Capital Reorganisation but prior to full conversion of the 2025 Convertible Bonds at the Conversion Price; and (iii) 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 after completion of the Capital Reorganisation but prior to full conversion of the 2025 Convertible Bonds at the Conversion Price		(iii) Immediately upon full conversion of the 2025 Convertible Bonds at the Conversion Price ^(Note 3)	
	No. of Existing Shares	Approximate %	No. of Adjusted Shares	Approximate %	No. of Adjusted Shares	Approximate %
Treasure Goal	—	—	—	—	184,444,444	51.90
Cheer Fame	—	—	—	—	10,933,333	3.08
Mr. Mak ^(Note 1)	25,589,652	1.60	2,558,965	1.60	2,558,965	0.72
Capital Winner ^(Note 2)	468,423,672	29.28	46,842,367	29.28	46,842,367	13.18
New Capital ^(Note 2)	452,607,615	28.29	45,260,762	28.29	45,260,762	12.74
Capital Force ^(Note 2)	252,921,792	15.81	25,292,179	15.81	25,292,179	7.12
Other public Shareholders	400,132,721	25.02	40,013,272	25.02	40,013,272	11.26
Total	1,599,675,452	100.00	159,967,545	100.00	355,345,322	100.00

Notes:

1. Mr. Mak is the chairman, an executive Director and the controlling Shareholder of the Company.
2. 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 is deemed to be interested in 1,173,953,079 Shares held by these companies under the SFO as he controls the exercise of all the voting power at respective general meetings of these companies.
3. 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 or New Conversion Shares thereof if, upon such conversion and issue of the Conversion Shares or New 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

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 DEED OF AMENDMENT

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

In view of the Group's net current liability position as at 30 June 2025, 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 Deed of Amendment 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 and the conversion of the outstanding interest accrued on the 2025 Convertible Bonds into an interest-free shareholder's loan repayable on demand would relief the Group from its financial burden and improve the Group's financial position and address part of the going concern disclaimer set out in the annual report of the Company for the year ended 31 December 2024 and action plan set out in the supplemental announcements of the Company dated 4 July 2025, 31 July 2025 and 31 October 2025. The Directors consider that the terms and conditions of the Deed of Amendment are fair and reasonable and that the Amendments are in the interests of the Company and the Shareholders as a whole.

The Board will continue to use its best endeavours to implement plans and measures with the aim of resolving the disclaimer opinion set out in the annual report of the Company for the year ended 31 December 2024.

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 New 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 chief executive officer of the 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 25,589,652 Shares and is deemed under Part XV of the SFO to be interested in an aggregate of 1,173,953,079 Shares held by Capital Winner, New Capital and Capital Force, representing approximately an aggregate of 74.98% of the issued share capital of the Company. Accordingly, the entering into of the 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) has been 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 Deed of Amendment and the transactions contemplated thereunder.

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 Capital Reorganisation, the Deed of Amendment, the transactions contemplated thereunder and the Specific Mandate. A circular containing, among other things, details of the Capital Reorganisation, Change in Board Lot Size and the Deed of Amendment, together with a notice convening the SGM is expected to be despatched to the Shareholders on or before Thursday, 22 January 2026.

The register of members of the Company will be closed from Wednesday, 11 February 2026 to Monday, 16 February 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the SGM, during which period no transfer of the Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 10 February 2026.

Shareholders and potential investors of the Company should note that (1) the Capital Reorganisation is conditional upon the fulfilment of certain conditions set out in this announcement and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective; and (2) the Amendments is subject to the fulfilment of the conditions precedent under the Deed of Amendment. Therefore, the Capital Reorganisation, the Change in Board Lot Size and the 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:

“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
“Adjusted Share(s)”	the issued and unissued ordinary share(s) of par value HK\$0.10 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“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
“Bye-Laws”	the bye-laws for the time being adopted by the Company and as supplemented or amended or substituted from time to time
“Capital Force”	Capital Force International Limited, a BVI 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 Reduction”	the proposed reduction of the issued share capital of the Company whereby the par value of each issued Consolidated Share will be reduced from HK\$1.0 to HK\$0.10
“Capital Reorganisation”	collectively, the Share Consolidation and the Capital Reduction

“Capital Winner”	Capital Winner Investments Limited, a BVI 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
“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 for trading on the Stock Exchange from 2,000 Existing Shares to 5,000 Adjusted Shares subject to and upon the Capital Reorganisation becoming effective
“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
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“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
“Consolidated Share(s)”	the issued and unissued ordinary share(s) of par value of HK\$1.0 each in the share capital of the Company immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction becoming effective
“Conversion Price”	the conversion price per Conversion Share or New Conversion Share (as the case may be and subject to adjustments) of the 2025 Convertible Bonds
“Conversion Share(s)”	the Existing Shares to be issued and allotted upon conversion of the 2025 Convertible Bonds as set out in the principal terms of the 2025 Convertible Bonds
“Deed of Amendment”	the deed of amendment entered into between the Company and the Bondholders on 2 January 2026 in relation to the amendments to certain terms and conditions of the 2025 Convertible Bonds
“Director(s)”	director(s) of the Company

“Existing Share(s)”	the issued and unissued ordinary share(s) of par value of HK\$0.10 each in the existing share capital of the Company prior to the Capital Reorganisation becoming effective
“Extended Maturity Date”	31 December 2027
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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 Deed of Amendment and the transactions contemplated thereunder including the Specific Mandate
“Independent Financial Adviser”	South China Capital Limited, a corporation licensed to carry on type 6 (advising on corporate finance) regulated activities under the SFO, and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the 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 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 March 2026 (or such other date as the Company and the Bondholders may agree)
“Memorandum”	the memorandum of association of the Company, as amended from time to time

“Mr. Mak”	Mr. Mak Shiu Tong, Clement 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, and holds 25,589,652 Shares and is deemed under Part XV of the SFO to be interested in 1,173,953,079 Shares, representing approximately an aggregate of 74.98% of the issued share capital of the Company as the date of this announcement
“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 BVI 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
“New Conversion Share(s)”	the Adjusted Shares to be issued and allotted upon conversion of the 2025 Convertible Bonds as amended by the Deed of Amendment
“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
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“SGM”	the special general meeting of the Company to be convened and held to consider and approve the Deed of Amendment, the Specific Mandate, the Capital Reorganisation, and the transactions respectively contemplated thereunder
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	the Existing Share(s), the Consolidated Share(s) and/or the Adjusted Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.10 each into one (1) Consolidated Share of par value of HK\$1.0 each
“Share Option Scheme”	the share option scheme adopted by the Company on 23 June 2021

“Shareholder(s)”	holder(s) of the issued Shares
“Specific Mandate”	a specific mandate to cover the allotment and issue of the New Conversion Shares upon exercise of the conversion rights attached to the 2025 Convertible Bonds as amended by the Deed of Amendment
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasure Goal”	Treasure Goal International Limited (寶高國際有限公司), a BVI 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, 2 January 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.