

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

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

## **PACIFIC LEGEND GROUP LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8547)**

### **PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS**

**Placing Agent of the Rights Issue  
Constance Capital Limited**

#### **PROPOSED RIGHTS ISSUE OF THE COMPANY**

The Board proposes to implement the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.1 per Rights Share, to raise gross proceeds of approximately HK\$13.7 million before expenses (assuming no change in the number of Shares in issue on or before the Record Date) by way of issuing up to 136,848,000 Rights Shares.

The Company will provisionally allot to the Qualifying Shareholders one (1) Rights Share in nil-paid form for every two (2) Shares in issue and held on the Record Date. The Rights Issue will not be available to the Non-Qualifying Shareholders.

The estimated net proceeds of the Rights Issue after deducting all necessary expenses, if fully subscribed, will be up to approximately HK\$13.3 million.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event there is an undersubscription of the Rights Issue, the size of the Rights Issue may be reduced accordingly.

As at the date of this announcement, Century Great, which is wholly-owned by Ms. Wong who is an executive Director, holds 47,617,000 Shares, representing approximately 17.40% of the total issued share capital of the Company. Pursuant to the Irrevocable Undertaking, Century Great has irrevocably undertaken to the Company, among other things, that (i) Century Great will subscribe for 23,808,500 Rights Shares, which comprise the full acceptance of its provisional entitlement in respect of the 47,617,000 Shares beneficially held by it; and (ii) it will not dispose of or transfer any interests in the Company (including Shares) from the date of the Irrevocable Undertaking up to and including the date on which the Rights Issue has become unconditional or the date on which the Company announces that the Rights Issue will not proceed, whichever is earlier.

#### **THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT**

The Company will make arrangements as described in Rule 10.31(1)(b) of the GEM Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. On 19 March 2025 (after trading hours), the Company therefore entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has agreed to procure placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance. The placing price of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares shall be not less than the Subscription Price but the final price will be determined based on the demand for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and market conditions. There will be no excess application arrangements in relation to the Rights Issue.

#### **IMPLICATIONS UNDER THE GEM LISTING RULES**

As (i) the Company has not conducted any rights issue or open offer within the twelve month period immediately prior to the date of this announcement, (ii) the Rights Issue will not increase the number of issued Shares or the market capitalisation of the Company by more than 50%, and (iii) the Rights Issue is not underwritten by a Director, chief executive or substantial shareholder of the Company (or any of their respective associates), the Rights Issue is not subject to Shareholders' approval under the GEM Listing Rules.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

## **GENERAL**

Subject to the fulfilment of certain conditions of the Rights Issue, the Company will make available the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders.

The Company will make available the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL to the Non-Qualifying Shareholders.

### **WARNING OF THE RISK OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM**

**The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement.**

**Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholding in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.**

## PROPOSED RIGHTS ISSUE

The Rights Issue is proposed to take place on the following terms:

### Issue statistic

Basis of the Rights Issue	:	One (1) Rights Share for every two (2) Shares held at the close of business on the Record Date
Subscription Price	:	HK\$0.1 per Rights Share
Net price per Rights Share (i.e. Subscription Price less costs and expenses incurred in the Rights Issue)	:	Approximately HK\$0.0972 per Rights Share
Number of Shares in issue as at the date of this announcement	:	273,696,000 Shares
Total number of Rights Shares	:	Up to 136,848,000 Rights Shares (assuming no further Shares will be issued or repurchased on or before the Record Date)
Aggregate nominal value of the Rights Shares	:	Up to HK\$13,684,800 (assuming no further Shares will be issued or repurchased on or before the Record Date)
Total number of Shares in issue upon completion of the Rights Issue	:	Up to 410,544,000 Shares (assuming no further Shares will be issued or repurchased on or before the Record Date)
Number of Rights Shares being undertaken by Century Great	:	23,808,500 Rights Shares undertaken by Century Great
Gross proceeds to be raised from the Rights Issue	:	Up to approximately HK\$13.7 million before expenses (assuming there is no change to the total issued share capital of the Company on or before the Record Date and all Rights Shares are taken up by the Qualifying Shareholders)

Assuming there is no change to the total issued Shares of the Company on or before the Record Date, 136,848,000 Rights Shares to be issued pursuant to the terms of the Rights Issue represents (i) 50% of the total issued Shares of the Company as at the date of this announcement, and (ii) approximately 33.3% of the total issued Shares of the Company as enlarged by the allotment and issuance of the Rights Shares in full immediately upon completion of the Rights Issue (assuming that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue).

As at the date of this announcement, the Company does not have any derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares. The Company also has no intention to issue or grant any convertible securities, options and/or warrants on or before the Record Date.

### **Irrevocable undertakings**

As at the date of this announcement, Century Great, which is wholly-owned by Ms. Wong who is an executive Director of the Company, holds 47,617,000 Shares, representing approximately 17.40% of the total issued share capital of the Company. Pursuant to the Irrevocable Undertaking, Century Great has irrevocably undertaken to the Company, among other things, that (i) Century Great will subscribe for 23,808,500 Rights Shares which comprise the full acceptance of its provisional entitlement in respect of the 47,617,000 Shares beneficially held by it; and (ii) it will not dispose of or transfer any interests in the Company (including Shares) from the date of the Irrevocable Undertaking up to and including the date on which the Rights Issue has become unconditional or the date on which the Company announces that the Rights Issue will not proceed, whichever is earlier.

Save for the Irrevocable Undertaking, the Board has not received any information or undertaking from any Shareholders of their intention to take up or not to take up the securities of the Company to be provisionally allotted to them under the Rights Issue.

### **Non-underwritten basis**

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. The legal adviser of the Company has confirmed that there are no applicable statutory requirements under the Companies Act (as revised) of the Cayman Islands regarding minimum subscription level of the Rights Shares pursuant to the Rights Issue.

In the event that the Rights Issue is undersubscribed, any Rights Shares not taken up by the Qualifying Shareholders under PAL(s), or transferees of nil-paid Rights Shares together with the NQS Unsold Rights Shares will be placed to independent placees under the Compensatory Arrangements. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company, and hence, the size of the Rights Issue will be reduced accordingly.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlements under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules. The application of Shareholder (except for HKSCC Nominees Limited) for his/her/its entitlement under the Rights Issue

will also be scaled down to avoid any non-compliance of the public float requirement under the GEM Listing Rules. Any subscription monies not utilised due to the scaled-down application of entitled Rights Shares will be refunded to the affected applicants.

### **Subscription Price**

The Subscription Price is HK\$0.1 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 9.09% to the closing price of HK\$0.11 per Share as quoted on the Stock Exchange as at the date of this announcement;
- (ii) a discount of approximately 13.79% to the closing price of HK\$0.116 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 13.79% to the average closing price of approximately HK\$0.116 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 11.5% to the average closing price of approximately HK\$0.113 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 9.64% to the theoretical ex-rights price of approximately HK\$0.1107 per Share based on the closing price of HK\$0.116 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (vi) a discount of approximately 53.99% to the net asset value of approximately HK\$0.2173 per Share based on the total equity attributable to owners of the Company of approximately HK\$59.48 million as at 31 December 2024 as disclosed in the second interim report of the Company for the twelve months ended 31 December 2024 and 273,696,000 Shares in issue as at the date of this announcement; and
- (vii) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 4.60%, represented by a nominal discount of the theoretical diluted price of approximately HK\$0.1107 per Share to the theoretical benchmarked price of HK\$0.116 per Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the higher of the closing price as at the date of this announcement of HK\$0.11 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of this announcement of approximately HK\$0.116 per Share).

The Board has noted the relatively large discount mentioned in (vi) above. Nevertheless, taking into account of the fact that the Shares were traded at a discount to the net asset value attributable to the Shareholders per Share during the three months up to and including the Last Trading Day, the Board is of the view that the net asset value per Share may not be a meaningful reference to determine the Subscription Price. Under the prevailing market



conditions and economic sentiment and with reference to the recent market performance of the Shares, the Directors consider that it would be more practical and commercially reasonable to set a subscription price which is lower than the prevailing market price so as to encourage the Shareholders to participate in the Rights Issue.

The Subscription Price was determined with reference to the recent closing price of the Share, the financial conditions of the Company, the current market conditions and the reasons and benefits of the Rights Issue as discussed in the paragraphs headed “Reasons for the Rights Issue and use of proceeds” under the section headed “Proposed Rights Issue” in this announcement:

### **1. Recent market prices of the Shares**

Over the past three months up to and including the date of this announcement, the market prices of the Shares ranged from HK\$0.096 per Share up to HK\$0.13 per Share. In order to enhance the attractiveness of the Rights Issue, the Directors set the Subscription Price at its par value of HK\$0.1 which is towards the bottom range of the above price range.

### **2. Financial Condition of the Company**

For the twelve months ended 31 December 2024, the Group’s revenue and gross profit had increased as compared to the corresponding period for the twelve months ended 31 December 2023. However, the Group saw a decrease in overall gross profit margin for the twelve months ended 31 December 2024 due to offering competitive pricing on projects to customers, as compared to the corresponding period in 2023. As such, the Board takes the view that setting the Subscription Price towards the bottom range of the above price range is a prudent approach and can encourage Shareholders to actively participate in the Rights Issue.

### **3. Current market conditions**

Although there has been recent rebound in the Hong Kong stock market, the prevailing economic situation and market conditions remain uncertain and volatile. The Directors considered that such economic uncertainty and market volatility affect the confidence of investors in the market who generally remain cautious in their investment decisions. As a result, the Board takes the view that setting the Subscription Price towards the bottom range of the above price range is a prudent approach and can encourage Shareholders to actively participate in the Rights Issue.

The Directors consider that the Subscription Price at a discount to the current market price of the Shares would enhance the attractiveness of the Rights Issue, and in turn encourage the Shareholders to participate in the Rights Issue, and accordingly allow them to maintain their shareholdings in the Company and participate in the future growth and development of the Group.

The Directors consider that, in view of the prevailing market conditions and the factors as described above, the terms of the Rights Issue (including the Subscription Price) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Basis of provisional allotments**

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every two (2) Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment shall be made by completing a PAL and lodging the same with remittance for the Rights Shares accepted with the Registrar by 4:00 p.m. on Thursday, 24 April 2025.

## **Qualifying Shareholders**

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and not be a Non-Qualifying Shareholder.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider the said nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company, and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

In order to be registered as members of the Company at the close of business on the Record Date, transfer documents (together with the relevant share certificates) must be lodged with the Registrar no later than 4:00 p.m. on Friday, 28 March 2025.

The Qualifying Shareholders who take up their pro-rata entitlement in full will not experience any dilution to their interests in the Company. If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

## **Closure of register of members**

The register of members of the Company will be closed from Monday, 31 March 2025 to Monday, 7 April 2025 (both days inclusive) for determining the entitlements to the Rights Issue. No transfer of Shares will be registered during this period.

## **Rights of Overseas Shareholders**

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

The Company will comply with Rule 17.41(1) of the GEM Listing Rules and make enquiries regarding the feasibility of extending the offer of the Rights Shares to Overseas Shareholders, if any, under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If, based on the legal advices to be provided by the legal advisers to the Company, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant



place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s), the Rights Issue will not be extended to such Overseas Shareholders. The basis for excluding the Non-Qualifying Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued.

The Company will make available the Prospectus to the Non-Qualifying Shareholders (if any) for their information only, but will not send any PAL to them.

The Non-Qualifying Shareholders (which are excluded from the Rights Issue) will not have any entitlement under the Rights Issue. However, arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the Rights Shares in their nil-paid form commence and before dealings in the Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, will be paid pro rata (but rounded down to the nearest cent) to the Non-Qualifying Shareholders in Hong Kong dollars, except that the Company will retain individual amounts of less than HK\$100 for its own benefit.

Any NQS Unsold Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form, will be placed by the Placing Agent at the price not less than the Subscription Price under the Placing together with the Unsubscribed Rights Shares. Any NQS Unsold Rights Shares and Unsubscribed Rights Shares remain not placed after completion of the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

**Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 17.41(1) of the GEM Listing Rules. The Company reserves the right to treat as invalid any acceptance of Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders and beneficial owners of the Shares who are residing outside Hong Kong should exercise caution when dealing in the Shares.**

**The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. Shareholders and beneficial owners of the Shares (including, without limitation, their respective agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.**

## **Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares, and the Compensatory Arrangements**

The Company will make arrangements as described in Rule 10.31(1)(b) of the GEM Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

The Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance to independent placees at a price not less than the Subscription Price on a best effort basis by not later than 5:00 p.m. on Friday, 2 May 2025, and any Net Gain that is realised from the Placing will be paid to the No Action Shareholders and the Non-Qualifying Shareholders in the manner set out below.

Net Gain (if any) will be paid (without interest) to the No Action Shareholders and the Non-Qualifying Shareholders (as set out below on a pro-rata basis (but rounded down to the nearest cent):

- (i) the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- (ii) the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

It is proposed that Net Gain to any of the No Action Shareholder(s) and the Non-Qualifying Shareholders mentioned in (i) and (ii) above which is in an amount of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares remain not placed after completion of the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

### **Status of the Rights Shares**

The Rights Shares, when issued and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of issue of the Rights Shares.

## **Fractional entitlements to the Rights Shares**

The Company will not provisionally allot and will not accept application for any fractions of Rights Shares. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and all nil-paid Rights Shares arising from such aggregation will be sold in the market for the benefit of the Company if a premium (net of expenses) can be achieved.

## **Odd Lot Arrangement**

In order to facilitate the trading of odd lots (if any) of the Shares, a designated broker will be appointed to stand in the market to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis. Shareholders should note that matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers. Further details in respect of the odd lots trading arrangement will be set out in the Prospectus.

## **Share certificates and refund cheques for the Rights Issue**

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Tuesday, 13 May 2025.

If the Rights Issue does not become unconditional, refund cheques are expected to be sent on or about Tuesday, 13 May 2025 by ordinary post to the applicants, at their own risk, to their registered addresses.

## **Taxation**

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the Rights Shares and, regarding the Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sale of the nil-paid Rights Shares on their behalf.

## **Application for listing of the Rights Shares**

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. No part of the equity or debt securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges. Nil-paid Rights Shares are expected to be traded in board lots of 10,000 as the Shares are currently traded on the Stock Exchange in board lots of 10,000.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by

HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully paid forms on the Stock Exchange or such other dates 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. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the branch register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

## **THE PLACING AGREEMENT**

On 19 March 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed to procure independent placee(s), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Details of the Placing are as follows:

Date	:	19 March 2025 (after trading hours)
Parties	:	The Company, as issuer; and The Placing Agent, as placing agent
Placing Agent	:	Constance Capital Limited, appointed as placing agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best effort basis.

To the best knowledge, information and belief of the Directors, after making reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons within the meaning of the GEM Listing Rules.

Placing fee and expenses	:	The commission payable to the Placing Agent shall be 1.25% of the actual gross proceeds from the subscription of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares successfully placed by or on behalf of the Placing Agent.
--------------------------	---	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

The Company will pay all out-of-pocket expenses properly and reasonably incurred by the Placing Agent in connection with the Placing.

- Placing price of the Unsubscribed Rights Shares and/or the NQS Unsold Rights Shares (as the case may be) : The placing price of each of the Unsubscribed Rights Share and/or the NQS Unsold Rights Share (as the case maybe) shall be not less than the Subscription Price but the final price will be determined based on the demand for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and market conditions.
- Placees : The Placing Agent undertakes to use its best endeavours to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to placees, who shall be professional, institutional and other investors who and whose ultimate beneficial owner(s) shall be third party(ies) independent of, and not connected with or acting in concert with the Company, its connected persons and their respective associates.
- Ranking of Unsubscribed Rights Shares and the NQS Unsold Rights Shares : The Unsubscribed Rights Shares and the NQS Unsold Rights Shares (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the existing Shares then in issue.
- Termination : If at any time prior to the Latest Time for Termination:
- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a material adverse development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions; or
  - (ii) the imposition of any moratorium, suspension (for more than ten (10) consecutive trading days) or restriction on trading in the securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
  - (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group; or

- (iv) any material litigation or claim being instigated against any member of the Group; or
- (v) any material change in the business or in the financial or trading position or prospect of the Group as a whole; or
- (vi) a change or development occurs involving a prospective change of taxation or exchange control (or the implementation of exchange control) in Hong Kong; or
- (vii) any material change in the market conditions in Hong Kong; or
- (viii) any breach of any of the representations and warranties comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the completion date which if had occurred or arisen before the date of Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of Placing Agreement; or
- (ix) the Unsubscribed Rights Shares and the NQS Unsold Rights Shares are not approved by the relevant regulatory bodies and/or regulatory authorities to be placed to any placees as contemplated in the Placing Agreement

and such matter in the absolute opinion of the Placing Agent to be material in the context of the Placing then the Placing Agent may by giving notice in writing to the Company terminate the Placing Agent's obligation under the Placing Agreement and the Placing Agreement shall be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any antecedent breach thereunder prior to such termination.

Further, if all the Rights Shares have been taken up by the Qualifying Shareholders and/or the holders of the nil-paid rights on or before the Latest Time for Acceptance, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any antecedent breach thereunder prior to such termination.



Conditions precedent : The obligations of the Placing Agent under the Placing Agreement are conditional upon the following conditions being fulfilled:

- (i) the GEM Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Rights Shares;
- (ii) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and
- (iii) the Placing Agreement not having been terminated in accordance with the provisions thereof.

The terms of the Placing Agreement, including the commission rate, were determined after arm's length negotiation between the Placing Agent and the Company with reference to the size of the Rights Issue and the current and expected market conditions. The Directors consider that the terms of the Placing Agreement, including the commission rate, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. None of the Directors has a material interest in the transactions contemplated under the Placing Agreement.

Given that the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the Company; (ii) an additional channel of participation in the Rights Issue for independent investors through subscriptions under the Placing; and (iii) a compensatory mechanism for the No Action Shareholders and the Non-Qualifying Shareholders, the Company considers that the Compensatory Arrangements are better alternative comparing to excess application arrangements and are fair and reasonable and would provide adequate safeguard to protect the interests of the Company's minority Shareholders.

## **CONDITIONS OF THE RIGHTS ISSUE**

The Rights Issue will be conditional upon:

- (1) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Posting Date;
- (2) the Prospectus Documents be made available and/or sent (as the case may be) to the Qualifying Shareholders on the Posting Date (and, where applicable, the Prospectus to be made available and/or sent (as the case may be) to the Non-Qualifying Shareholder(s), if any, for information purpose only);
- (3) the GEM Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Shares as well as the Rights Shares in nil-paid and fully-paid forms by no later than the first day of their dealings;
- (4) the Placing Agreement not being terminated pursuant to the terms thereof and remain in full force and effect; and
- (5) compliance with and performance of all undertakings and obligations of Century Great under the Irrevocable Undertaking in all material respects.

The conditions are incapable of being waived. If any of the above conditions is not satisfied at or prior to the respective time stipulated therein, the Rights Issue will not proceed.

**As the proposed Rights Issue is subject to the above conditions, it may or may not proceed.**

## **REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS**

The Group is principally involved in (i) the sale of home furniture and accessories (which includes retail, corporate sales, online shops, wholesale and franchise); (ii) rental of home furniture and accessories; and (iii) project and hospitality services (which typically involve designing, styling, decorating and furnishing commercial or residential properties such as hotels, serviced apartments and showflats).

Assuming that there is no change in the number of issued Shares on or before the Record Date, the gross proceeds from the Rights Issue will be approximately HK\$13.7 million and the net proceeds from the Rights Issue after deducting the estimated expenses in relation to the Rights Issue are estimated to be approximately HK\$13.3 million. The net price per Rights Shares (i.e. Subscription Price less the estimated cost and expenses to be incurred in the Rights Issue) upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK\$0.0972 per Rights Share.

The Company intends to use the net proceeds from the Rights Issue as general working capital of the Group as follows: (i) approximately 17% or HK\$2.3 million for payment of salary and remuneration expenses; (ii) approximately 23% or HK\$3.0 million for payment of rental expenses; and (iii) approximately 60% or HK\$8.0 million for trade related expenses including payments to suppliers, warehouse and logistics teams.

The Company is seeking to conduct the Rights Issue to provide general working capital to the Company so as to reduce the finance costs of the Group and improve the Group's profitability and cash flow.

As the Rights Issue will proceed on a non-underwritten basis, the actual amount of the net proceeds from the Rights Issue cannot be ascertained as at the date of this announcement. In the event that there is an under-subscription of the Rights Issue, the net proceeds of the Rights Issue will be utilized in proportion to the above uses.

The Board has considered other fundraising alternatives before resolving to the Rights Issue, including but not limited to debt financing, placing and open offer. Debt financing will result in additional interest burden, higher gearing ratio of the Company and subject the Company to repayment obligations. In addition, debt financing may not be achievable on favourable terms in a timely manner as collateral may be required. As for equity fund raising, such as placing of new Shares, it is relatively smaller in scale as compared to fund raising through rights issue and it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company. As for open offer, while it is similar to a rights issue, offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market. On the other hand, the Board considers that the Rights Issue, being pre-emptive in nature, would allow all Qualifying Shareholders to participate in the future development of the Company and at the same time offer more flexibility to the Qualifying Shareholders to choose whether to maintain their respective pro rata shareholdings in the Company by taking up only their respective rights entitlement.

The Directors consider that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders (if any) should note that their shareholdings in the Company will be diluted.

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save for equity fund raising activities mentioned below, the Company has not conducted any equity fund raising activities in the past twelve months immediately prior to the date of this announcement.

Date of announcement	Event	Net proceeds raised	Intended use of proceeds	Utilised/allocated proceeds as at the date of this announcement	Actual/allocated use of proceeds as at the date of this announcement
20 March 2024	Placing of 15,516,000 new shares under general mandate	Approximately HK\$3,180,000	General working capital for operations	Fully utilised	Administrative and operations of HK\$3,180,000
28 August 2024	Placing of 42,700,000 new shares under general mandate	Approximately HK\$6,880,000	General working capital for operations	Fully utilised	Administrative and operations of HK\$6,880,000

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the existing Shareholders; (iii) immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders other than Century Great who has provided the Irrevocable Undertaking and none of any of Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent; and (iv) immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders other than Century Great who has provided the Irrevocable Undertaking and all Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent, and there is no change to the total issued share capital of the Company from the date of this announcement up to and including the date of completion of the Rights Issue (other than the issue of Rights Shares):

	As at the date of this announcement		Immediately upon completion of the Rights Issue assuming full acceptance of the Rights Shares by the existing Shareholders		Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders other than Century Great who has provided the Irrevocable Undertaking and none of any of Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent		Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders other than Century Great who has provided the Irrevocable Undertaking and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Century Great (Note 1)	47,617,000	17.40	71,425,500	17.40	71,425,500	24.01	71,425,500	17.40
Wong Kwai Shan (Note 2)	30,300,000	11.07	45,450,000	11.07	30,300,000	10.18	30,300,000	7.38
Double Lions Limited (Notes 3, 4, 5, 6 and 7)	29,440,000	10.76	44,160,000	10.76	29,440,000	9.90	29,440,000	7.17
<b>Public Shareholders</b>								
Gold Winner Investment Limited (Note 8)	18,580,000	6.79	27,870,000	6.79	18,580,000	6.25	18,580,000	4.53
Gainever Corporation Limited (Note 9)	14,270,000	5.21	21,405,000	5.21	14,270,000	4.80	14,270,000	3.48
Independent Placees	—	—	—	—	—	—	113,039,500	27.53
Other Public Shareholders	133,489,000	48.77	200,233,500	48.77	133,489,000	44.87	133,489,000	32.52
<b>Total</b>	<b>273,696,000</b>	<b>100</b>	<b>410,544,000</b>	<b>100</b>	<b>297,504,500</b>	<b>100</b>	<b>410,544,000</b>	<b>100</b>

\* Figures may not add up due to rounding

*Notes:*

- (1) Century Great is 100% owned by Ms. Wong, an executive Director.
- (2) Immediately upon completion of the Rights Issue assuming nil acceptance of the Rights Shares by the Qualifying Shareholders other than Century Great who has provided the Irrevocable Undertaking and all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares have been placed by the Placing Agent, the shareholding interest of Wong Kwai Shan in the Company will become 7.38% and will become a public Shareholder.
- (3) Double Lions Limited is owned as to 40.48% by Mr. John Warren McLennan, 20.00% by Ms. Tracy-Ann Fitzpatrick, 14.88% by Ms. Alison Siobhan Bailey, 14.88% by Mr. John Martin Rinderknecht and 9.76% by Mr. James Seymour Dickson Leach (collectively, with Double Lions Limited, the “**Double Lions Shareholders**”). Each of the Double Lions Shareholders executed the deed of acting in concert dated 12 February 2018 confirming the existence of their acting in concert and are deemed to be interested in all the Shares owned by Double Lions Limited.
- (4) As at the date of this announcement, Double Lions Limited is owned as to 40.48% by Mr. John Warren McLennan, a director of a subsidiary of the Company. Double Lions Limited is therefore a close associate of Mr. John Warren McLennan and thus the shares held by it are not regarded as being in public hands.
- (5) Mrs. Jennifer Carver McLennan is the spouse of Mr. John Warren McLennan and is deemed to be interested in the Shares held by Mr. John Warren McLennan by virtue of the SFO.
- (6) Mr. David Frances Bulbeck is the spouse of Ms. Tracy-Ann Fitzpatrick and is deemed to be interested in the Shares held by Ms. Tracy-Ann Fitzpatrick by virtue of the SFO.
- (7) Ms. Alison Siobhan Bailey and Mr. James Seymour Dickson Leach are married to each other and each of them is deemed to be interested in the Shares held by her/his spouse via Double Lions Limited by virtue of the SFO.
- (8) Gold Winner Investment Limited is 100% owned by Easyknit International Holdings Limited (a company listed on the Main Board of the Stock Exchange (stock code: 1218)).
- (9) Gainever Corporation Limited is 100% owned by Best Ability Limited which is wholly-owned by Eminence Enterprise Limited (a company listed on the Main Board of the Stock Exchange (stock code: 616)).
- (10) The public float requirements under the GEM Listing Rules shall be fulfilled by the Company at all times. The Company will take all appropriate steps to ensure that sufficient public float be maintained at all times in compliance with Rule 11.23 of the GEM Listing Rules.



## EXPECTED TIMETABLE

The expected timetable for the Rights Issue and the Placing is set out below. The expected timetable is prepared on the assumption that all the conditions of the Rights Issue will be fulfilled and may be subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Event	(Hong Kong time)
Publication of this announcement on the websites of the Stock Exchange and the Company.....	Wednesday, 19 March 2025
Last day of dealings in Shares on a cum-rights basis .....	Wednesday, 26 March 2025
First day of dealings in Shares on an ex-rights basis.....	Thursday, 27 March 2025
Latest time for the Shareholders to lodge Shares transfer documents in order to qualify for the Rights Issue.....	4:00 p.m. on Friday, 28 March 2025
Closure of register of members of the Company for the Rights Issue (both days inclusive) .....	Monday, 31 March 2025 to Monday, 7 April 2025
Record Date for determining entitlements to the Rights Issue.....	Monday, 7 April 2025
Register of members of the Company re-opens.....	Tuesday, 8 April 2025
Prospectus Documents are made available and/or sent (as the case maybe) to the Qualifying Shareholders, and in case of the Non-Qualifying Shareholders, the Prospectus only .....	Tuesday, 8 April 2025
First day of dealings in nil-paid Rights Shares .....	Thursday, 10 April 2025
Latest time for splitting the PAL .....	4:00 p.m. on Monday, 14 April 2025
Last day of dealings in nil-paid Rights Shares .....	Thursday, 17 April 2025
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the payment of Net Gain.....	4:00 p.m. on Thursday, 24 April 2025
<b>Latest time for acceptance of, and payment for, the Rights Shares .....</b>	<b>4:00 p.m. on Thursday, 24 April 2025</b>

**Event***(Hong Kong time)*

Announcement of the number of Unsubscribed Rights Shares subject to the Compensatory Arrangements and the NQS Unsold Rights Shares.....	Friday, 25 April 2025
Commencement of placing the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent.....	Monday, 28 April 2025
Latest time of placing the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent.....	5:00 p.m. on Friday, 2 May 2025
Latest time for terminating the Placing Agreement and the Rights Issue become unconditional .....	Tuesday, 6 May 2025
Announcement of allotment results of the Rights Issue (including results of the placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the amount of the Net Gain per Rights Shares under the Corresponding Arrangements) .....	Monday, 12 May 2025
Despatch of share certificates for fully-paid Rights Shares and refund cheques (if the Rights Issue is terminated) .....	Tuesday, 13 May 2025
Commencement of dealings in fully-paid Rights Shares.....	9:00 a.m. Wednesday, 14 May 2025
Designated broker commences to provide matching services for odd lots of Shares .....	9:00 a.m. Wednesday, 14 May 2025
Designated broker ceases to provide matching services for odd lots of Shares .....	4:00 p.m. on Tuesday, 3 June 2025
Payment of Net Gain to relevant No Action Shareholders (if any) and the Non-Qualifying Shareholders (if any) .....	Tuesday, 3 June 2025
All times and dates stated above refer to Hong Kong local times and dates.	

## **EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**

The Latest Time for Acceptance will not take place if:

1. typhoon signal No. 8 (or above);
2. “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or
3. a “black” rainstorm warning
  - (i) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
  - (ii) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in paragraph headed “Expected Timetable” above may be affected. Announcement will be made by the Company in such event.>

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As (i) the Company has not conducted any rights issue or open offer within the twelve month period immediately prior to the date of this announcement, (ii) the Rights Issue will not increase the number of issued Shares or the market capitalisation of the Company by more than 50%, and (iii) the Rights Issue is not underwritten by a Director, chief executive or substantial shareholder of the Company (or any of their respective associates), the Rights Issue is not subject to Shareholders’ approval under the GEM Listing Rules.

The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

## **GENERAL**

Subject to the fulfilment of certain conditions of the Rights Issue, the Company will make available the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders.

The Company will make available the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL to the Non-Qualifying Shareholders.

## **WARNING OF THE RISK OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM**

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement.

Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholding in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

## **DEFINITIONS**

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

“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“AFRC”	The Accounting and Financial Reporting Council in Hong Kong
“associate(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“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 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

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Century Great”	Century Great Investments Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly-owned by Ms. Wong
“Company”	Pacific Legend Group Limited, a company incorporated in Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8547)
“Compensatory Arrangements”	placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent on a best effort basis pursuant to the Placing Agreement in accordance with Rule 10.31(1)(b) of the GEM Listing Rules
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the same meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any individual or company not being the connected persons of the Company, independent of the Company and its connected persons and not connected with any of them or their respective associates
“Irrevocable Undertakings”	the undertakings given by Century Great in relation to the Rights Issue
“Last Trading Day”	Tuesday, 18 March 2025, being the last trading day of the Shares on the Stock Exchange before the release of this announcement

“Latest Time for Acceptance”	4:00 p.m. on Thursday, 24 April 2025 (or such other time and date as may be determined by the Company), being the latest time for acceptance of and payment for the Rights Shares
“Latest Time for Termination”	4:00 p.m. on Tuesday, 6 May 2025, being the first business day after the latest time for the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent, being the latest time to terminate the Placing Agreement
“Ms. Wong”	Ms. Wong Wing Man, an executive Director of the Company and sole beneficial owner of Century Great
“Net Gain”	any premium (being the aggregate amount paid by the placees after deducting (i) the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent; and (ii) the aggregate amount of the expenses of the Placing Agent and any other related expenses/fees under the Placing Agreement) under the Compensatory Arrangements
“No Action Shareholder(s)”	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renouncees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed, including the Non-Qualifying Shareholders in respect of NQS Unsold Rights Shares
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Issue to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“NQS Unsold Rights Share(s)”	the Rights Share(s) which would otherwise has/have been provisionally allotted to the Non-Qualifying Shareholder(s) in nil-paid form that has/have not been sold by the Company
“Overseas Shareholder(s)”	the Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue



“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent and/or its sub-placing agents(s) to the placees on the terms and subject to the conditions of the Placing Agreement
“Placing Agent”	Constance Capital Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities), type 4 regulated activity (advising on securities) and type 9 regulated activity (asset management) under the SFO, being the placing agent appointed by the Company to place any Unsubscribed Rights Shares and the NQS Unsold Rights Shares under the Compensatory Arrangements in accordance with Rule 10.31(1)(b) of the GEM Listing Rules
“Placing Agreement”	the placing agreement dated 19 March 2025 and entered into between the Company and the Placing Agent in relation to the Placing on a best effort basis
“Posting Date”	Tuesday, 8 April 2025 (or such other date as may be determined by the Company), being the date of the Prospectus Documents to be made available and/or sent (as the case maybe) to the Qualifying Shareholders, and the Prospectus for information only to the Non-Qualifying Shareholders
“Prospectus”	the prospectus to be made available to the Qualifying Shareholders (and the Non-Qualifying Shareholder(s) for information only) on the Posting Date in connection with the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL(s)
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders
“Record Date”	the record date to determine the provisional entitlements to the Rights Issue
“Registrar”	Union Registrars Limited at Suites 3301–04, 33/F. Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, being the Company’s branch share registrar and transfer office in Hong Kong
“Rights Issue”	the proposed issue by way of rights on the basis of one (1) Rights Share for every two (2) Shares in issue held on the Record Date

“Rights Share(s)”	up to 136,848,000 new Shares proposed to be allotted and issued under the Rights Issue
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.1 per Rights Share
“substantial shareholder(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Unsubscribed Rights Shares”	Rights Shares that are not subscribed by the Qualifying Shareholders
“%”	per cent

By Order of the Board  
**Pacific Legend Group Limited**  
**Wong Wing Man**  
*Chairperson and Executive Director*

Hong Kong, 19 March 2025

*As at the date of this announcement, the Board comprises Ms. Wong Wing Man, Mr. Wong Sui Chi, Mr. Law Sai Kit and Mr. Lam Chun Hin as executive Directors; and Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Chan Kin Sun as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting and on the Company’s website at [www.pacificlegendgroup.com](http://www.pacificlegendgroup.com).*