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InvesTech Holdings Limited

威訊控股有限公司

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

(Stock Code: 1087)

(1) CAPITAL REORGANISATION BECOMING EFFECTIVE
(2) CHANGE IN BOARD LOT SIZE
(3) UPDATE ON THE NEW SHARE OPTION SCHEME
AND
(4) ADJUSTMENTS TO THE SHARE OPTIONS

CAPITAL REORGANISATION BECOMING EFFECTIVE

All the conditions of the Capital Reorganisation as set out in the Circular have been fulfilled and the Capital Reorganisation will become effective on Wednesday, 28 July 2021.

CHANGE IN BOARD LOT SIZE

Upon the Capital Reorganisation becoming effective at 9:00 a.m. on Wednesday, 28 July 2021 (Hong Kong time), the board lot size for trading on the Stock Exchange will be changed from 1,000 Existing Shares to 2,000 New Shares.

UPDATE ON THE NEW SHARE OPTION SCHEME

The New Shares, which may be issued upon the exercise of the Options under the New Share Option Scheme, shall have the approval from the Listing Committee to be listed and the permission to be dealt in.

ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the Capital Reorganisation, adjustments will be made to the exercise price of the Share Options and the number of New Shares falling to be issued upon the exercise of the Share Options. The adjustments to the Share Options will become effective upon the Capital Reorganisation becoming effective on Wednesday, 28 July 2021.

Reference is made to (a) the circular of the Company dated 31 May 2021 (the “**Circular**”) on the Company’s extraordinary general meeting held on 23 June 2021 (the “**EGM**”), in relation to, amongst other things, (i) the Change of Domicile; (ii) the Adoption of the New Memorandum of Continuance and the New Bye-laws; (iii) the Cancellation of Share Premium Account; (iv) the Capital Reorganisation; (v) the Change in Board Lot Size; (vi) the adoption of the New Share Option Scheme; and (vii) the re-election of Mr. David Tsoi as the independent non-executive Director; (b) the announcement of the Company dated 23 June 2021 in relation to, amongst other things, the poll results of the EGM held on 23 June 2021 (the “**Poll Results Announcement**”); and (c) the announcement of the Company dated 8 July 2021 in relation to, amongst other things, the Change of Domicile and the Adoption of the New Memorandum of Continuance and the New Bye-laws (the “**July Announcement**”).

Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

CAPITAL REORGANISATION BECOMING EFFECTIVE

The Board of Directors is pleased to announce that (a) with the Listing Committee granting the conditional approval on 28 June 2021 (the “**Conditional Listing Approval**”), for the listing of, and permission to deal in, the New Shares in issue and to be issued immediately upon the Capital Reorganisation, subject to the fulfillment of all other conditions of the Capital Reorganisation; and (b) with all such other conditions of the Capital Reorganisation as set out in the Circular fulfilled (the “**Fulfillment**”), including but not limited to the following as disclosed in the Poll Results Announcement and the July Announcement:

- (1) The passing of special resolutions by the Shareholders at the EGM on 23 June 2021 to approve the Capital Reorganisation;

- (2) The passing of special resolutions by the Shareholders at the EGM on 23 June 2021 to approve the Change of Domicile, and the Change of Domicile became effective on Wednesday, 7 July 2021 (Bermuda time) (Thursday, 8 July 2021 (Hong Kong time)); and
- (3) The passing of special resolutions by the Shareholders at the EGM on 23 June 2021 to approve the Adoption of the New Memorandum of Continuance and the New Bye-laws, and the New Memorandum of Continuance and the New Bye-laws became effective on Wednesday, 7 July 2021 (Bermuda time) (Thursday, 8 July 2021 (Hong Kong time)).

The Capital Reorganisation will become effective on Wednesday, 28 July 2021.

Please refer to the Circular for the details, including but not limited to the timetable in respect of the Capital Reorganisation.

Exchange of share certificates

Shareholders may between 9:00 a.m. and 4:30 p.m. on any business day during the period from Wednesday, 28 July 2021 to Thursday, 2 September 2021 (both days inclusive), submit share certificates for the Existing Shares (in blue color) to the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong to exchange for new share certificates for the New Shares (in green color), on the basis of every twenty (20) Existing Shares for one (1) New Share without any fractional New Share and at the expense of the Company.

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

After 4:10 p.m. on Tuesday, 31 August 2021, trading will only be in New Shares which share certificates will be issued in green color. Existing share certificates in blue color for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain valid and effective as documents of title and may be exchanged for new share certificates for the New Shares.

CHANGE IN BOARD LOT SIZE

Upon the Capital Reorganisation becoming effective at 9:00 a.m. on Wednesday, 28 July 2021 (Hong Kong time), the board lot size for trading on the Stock Exchange will be changed from 1,000 Existing Shares to 2,000 New Shares.

Arrangement on Odd Lot Trading

In order to alleviate the difficulties arising from the existence of odd lots of the New Shares as a result of the Capital Reorganisation and the Change in Board Lot Size, the Company has appointed Gransing Securities Co., Ltd. as an agent to provide matching services on a best effort basis, to those Shareholders who wish to top-up acquire the New Shares to make up a full new board lot or dispose of their holdings of odd lots of the New Shares, during the period from Wednesday, 11 August 2021 to Tuesday, 31 August 2021 (both days inclusive). Holders of the New Shares in odd lots who wish to take advantage of this arrangement may directly or through their brokers contact Ms. Annie Wong of Gransing Securities Co., Ltd. at Unit 2508, 25/F, COSCO Tower, 183 Queen's Road Central, Central, Hong Kong or via (852) 3162 6883 during 9:00 a.m. to 4:10 p.m. within such period.

Holders of the New Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above odd lots matching arrangement.

UPDATE ON THE NEW SHARE OPTION SCHEME

In view of the Conditional Listing Approval and the Fulfilment, the New Shares, which may be issued upon the exercise of the Options under the New Share Option Scheme, shall have the approval from the Listing Committee to be listed and the permission to be dealt in.

ADJUSTMENTS TO THE SHARE OPTIONS

As at the date of this announcement, there were 7,920,000 outstanding share options (“**Share Options**”) granted to two of the executive Directors, Mr. Chan Sek Keung, Ringo and Ms. Wang Fang (the “**Holders**”), entitling them to subscribe for a total number of 7,920,000 Existing Shares pursuant to the Old Share Option Scheme expired on 24 October 2020. Such Share Options continue to be capable of exercise by the Holders during the prescribed period in accordance with the Old Share Option Scheme.

Upon the Capital Reorganisation becoming effective on 28 July 2021, the following adjustments will be made to the exercise price of the Share Options and the number of New Shares falling to be issued upon the exercise of the Share Options in accordance with (i) the terms and conditions of the Old Share Option Scheme and the New Share Option Scheme (collectively, the “**Share Option Schemes**”); (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note Immediately after the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 (the “**Stock Exchange Supplementary Guidance**”):

Name of Directors as grantee	Date of grant	Immediately before the Capital Reorganisation becoming effective		Immediately after the Capital Reorganisation becoming effective	
		Exercise price per Existing Share (HK\$)	Number of Existing Shares to be issued upon full exercise of the Share Options	Adjusted exercise price per New Share (HK\$)	Adjusted number of New Shares to be issued upon full exercise of the Share Options
Chan Sek Keung, Ringo	25 October 2016	1.70	720,000	34.00	36,000
Wang Fang	25 October 2016	1.70	<u>7,200,000</u>	34.00	<u>360,000</u>
			<u>7,920,000</u>		<u>396,000</u>

The auditor of the Company, BDO Limited, has confirmed to the Directors in writing that the adjustments made to the exercise prices of the Share Options and the number of New Shares falling to be issued upon the exercise of the Share Options are in accordance with the terms of the Share Option Schemes, Rule 17.03(13) of the Listing Rules and the Stock Exchange Supplementary Guidance.

By Order of the Board
InvesTech Holdings Limited
Chan Sek Keung, Ringo
Chairman and Chief Executive Officer

Hong Kong, 27 July 2021

As at the date of this announcement, the executive Directors are Mr. Chan Sek Keung, Ringo (Chairman and Chief Executive Officer), Ms. Wang Fang, Mr. Lu Chengye and Mr. Liu Chun Fai, the non-executive Director is Mr. Wong Tsu Wai, Derek, and the independent non-executive Directors are Mr. David Tsoi, Mr. Lu, Brian Yong Chen and Mr. Yuen Shiu Wai.