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Ficus Technology Holdings Limited

細葉榕科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

References are made to the announcement of Ficus Technology Holdings Limited (the “**Company**”) dated 13 November 2024 (the “**Announcement**”) in respect of the Placing and the announcements of the Company dated 3 December 2024 and 24 December 2024 in relation to the extension of the long stop date for the Placing. Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the conditions of the Placing have been fulfilled and completion of the Placing has taken place on 3 January 2025. An aggregate of 13,430,000 Placing Shares will be allotted and issued to not less than six Placees at the Placing Price of HK\$0.6 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) amount to approximately HK\$7.7 million, which will be applied for further strengthening and developing the Group’s sales of innovative anti-counterfeit, traceability and marketing products and related ancillaries as well as the provision of supply chain management solutions, enhancing the operation of e-commerce platform operated by the Group through expanding its access to sales channels, and strengthening its functions and features including online showcasing, online transaction and products delivery, and for strengthening the working capital of the Group.

Set forth below is the allocation of the net proceeds from the Placing by the nature of expenses in support of the aforesaid usages:

| Nature of expenses | Amount of net proceeds (HK\$'000) | Percentage of net proceeds (%) |
|--|--|---|
| Payment of staff's emoluments and related expenses | 5,260 | 68.3 |
| Payment of professional fees and other service costs | 1,480 | 19.2 |
| Others | 960 | 12.5 |
| Total: | 7,700 | 100.0 |

The Placing Shares represent 0.99% of the existing issued share capital of the Company immediately before completion of the Placing and approximately 0.98% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placees and their respective ultimate beneficial owners are Independent Third Parties. None of the Placees has become a substantial Shareholder (as defined in the GEM Listing Rules) immediately after completion of the Placing.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion is set out as below:

| Name of Shareholder | Immediately before Completion | | Immediately upon Completion | |
|--|--|---|--|---|
| | <i>No. of Shares</i> | <i>Approximate % of total number of Shares in issue</i> | <i>No. of Shares</i> | <i>Approximate % of total number of Shares in issue</i> |
| Beaming Elite Holdings Limited (Note 1) | 740,480,000 | 54.67 | 740,480,000 | 54.13 |
| Arena Investors, LP (Note 2) | 257,065,000 | 18.98 | 257,065,000 | 18.79 |
| The Placees | — | — | 13,430,000 | 0.98 |
| Other Public Shareholders | 356,955,000 | 26.35 | 356,955,000 | 26.10 |
| Total | 1,354,500,000 | 100.00 | 1,367,930,000 | 100.00 |

Notes:

1. Beaming Elite Holdings Limited is a company incorporated in the British Virgin Islands with limited liability and beneficially and wholly owned by Mr. Chan Ting.

2. According to the disclosure of interests filing available to the Company, Arena Investors, LP is an investment manager of and deemed to be interested in the Shares held by Arena Finance Markets, LP, Arena Special Opportunities (Offshore) Master, LP, Arena Special Opportunities Fund, LP, Arena Special Opportunities Partners II, LP and Arena Special Opportunities Partners (Cayman Master) II, LP.

By order of the Board
Ficus Technology Holdings Limited
Mr. Chan Ting
Chairman and Executive Director

Hong Kong, 3 January 2025

As at the date of this announcement, the Board comprises (i) three executive Directors, namely, Mr. Chan Ting (Chairman), Mr. Cheuk Ka Chun Kevin and Ms. Chan Siu Sarah; and (ii) three independent non-executive Directors, namely Dr. Liu Ta-pei, Ir Prof. Young Andrew Meng Cheung and Mr. Choi Man On.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page on the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company’s website at www.ficustech.com.