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**FORTUNE ORIGIN
INTERNATIONAL CAPITAL
(HOLDINGS) LIMITED**

(Incorporated in the British Virgin Island with limited liability)



**LFG Investment Holdings Limited
LFG 投資控股有限公司**
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3938)

JOINT ANNOUNCEMENT

- (1) SHARE PURCHASE AGREEMENT BETWEEN THE OFFEROR AND
SELLER IN RELATION TO APPROXIMATELY 61.43% OF
THE TOTAL ISSUED SHARES OF LFG INVESTMENT HOLDINGS LIMITED;
(2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS BY
OCTAL CAPITAL LIMITED AND FORTUNE ORIGIN SECURITIES LIMITED
FOR AND ON BEHALF OF
THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF
LFG INVESTMENT HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE
ACQUIRED BY IT AND THE OFFEROR CONCERT PARTIES) AND
THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF
LFG INVESTMENT HOLDINGS LIMITED; AND
(3) RESUMPTION OF TRADING**

Financial Adviser to the Offeror



Joint Offer Agents



THE SHARE PURCHASE AGREEMENT

The Board was notified by the Seller and the Offeror that on 19 December 2025 (after trading hours), the Seller (as vendor) and the Offeror (as purchaser) entered into the Share Purchase Agreement, pursuant to which the Seller has conditionally agreed to sell and the Offeror has conditionally agreed to acquire the Sale Shares, being 299,492,188 Shares, representing approximately 61.43% of the total issued Shares and the Seller's entire shareholding in the Company as at the date of the Share Purchase Agreement, for a total cash consideration of HK\$179,695,312.80 (equivalent to HK\$0.60 per Sale Share), free from all encumbrances and together with all rights attaching thereto, including the right to receive all and any dividends, distributions and other rights declared, made, distributed or paid in respect of the Sale Shares, the record date for which falls on a date which is on or after the Completion Date. The aggregate Consideration was determined after arm's length negotiation between the Seller and the Offeror, after taking into account, among others, (i) the business and the historical financial performance and financial position of the Group; and (ii) the historical liquidity in the trading of the Shares and share price performance traded on the Stock Exchange.

Completion is conditional upon the fulfilment or waiver (if applicable) of the conditions precedent as set out in the Share Purchase Agreement and described in the section headed "Conditions Precedent to Completion" of this joint announcement. Further announcement(s) will be made upon Completion in accordance with the Listing Rules and the Takeovers Code.

Given that HK\$120,000,000 as part of the Consideration payable will be settled by cash and HK\$59,695,312.80 as the remaining balance of the Consideration payable by the Offeror to the Seller will be settled by the issue of the Promissory Note, the Seller, the Offeror and Mr. Chan are presumed parties acting in concert by virtue of class (9) of the definition of "acting in concert" under the Takeovers Code.

POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS

As at the date of this joint announcement, the Offeror and the Offeror Concert Parties are not interested in any Shares, whereas the Company has (i) 487,555,558 Shares in issue; and (ii) 22,480,540 outstanding Options, among which: (a) 8,080,540 outstanding options are exercisable under the March 2019 Share Option Scheme; and (b) 14,400,000 outstanding options are exercisable under the September 2019 Share Option Scheme.

Save as the Options disclosed above, there are no other outstanding warrants, derivatives or convertible securities which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.

Immediately upon Completion, the Offeror will be interested in a total of 299,492,188 Shares, representing approximately 61.43% of the total issued Shares.

Pursuant to Rule 26.1 of the Takeovers Code, upon Completion, the Offeror will be required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by it and the Offeror Concert Parties). The Offeror will also be required to make the Option Offer to cancel all the outstanding Options pursuant to Rule 13 of the Takeovers Code.

Subject to Completion, Octal Capital and Fortune Origin Securities will, for and on behalf of the Offeror and in compliance with the Takeovers Code, jointly make the Offers on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

The Share Offer

For each Offer Share. HK\$0.60 in cash

The Share Offer Price of HK\$0.60 per Offer Share under the Share Offer is equal to the price per Sale Share paid by the Offeror for the 299,492,188 Sale Shares under the Share Purchase Agreement.

The Option Offer

(a) In respect of the March 2019 Share Options with an exercise price of HK\$0.60

For cancellation of each outstanding March 2019

Share Option HK\$0.0001 in cash

(b) In respect of the September 2019 Share Options with an exercise price of HK\$0.136

For cancellation of each outstanding

September 2019 Share Option HK\$0.464 in cash

(c) In respect of the September 2019 Share Options with an exercise price of HK\$0.170

For cancellation of each outstanding September 2019

Share Option HK\$0.43 in cash

(d) In respect of the September 2019 Share Options with an exercise price of HK\$0.285

For cancellation of each outstanding September 2019

Share Option HK\$0.315 in cash

In accordance with the terms of the Share Option Schemes, the Optionholders are entitled to exercise their Options in full (to the extent not already exercised) at any time after the date on which the Option Offer is declared unconditional and up to the close of the Option Offer (or any revised offer), after which the Options will lapse automatically (to the extent not exercised). As at the date of this joint announcement, Mr. Mui, being the holder of 14,858,070 Options (which includes 2,858,070 March 2019 Share Options, 4,000,000 September 2019 Share Options with an exercise price of HK\$0.136, 4,000,000 September 2019 Share Options with an exercise price of HK \$0.170 and 4,000,000 September 2019 Share Options with an exercise price of HK\$0.285), has made an irrevocable undertaking to the Company and the Offeror that he will not exercise the Options held by him at any time before the close of the Offers and will not accept the Option Offer in respect thereof.

Pursuant to Rule 13 of the Takeovers Code, the Offeror will make an appropriate cash offer to the Optionholders to cancel their Options. The consideration for the cancellation of the September 2019 Share Option with an exercise price of HK\$0.136 would normally be the see-through price of HK\$0.464, which represents the excess of the Share Offer Price per Offer Share and the exercise price of each September 2019 Share Option with an exercise price of HK\$0.136. As the exercise price of all the outstanding March 2019 Share Options is the same as Share Offer Price, the “see-through” price is zero and the Option Offer Price will be a nominal value of HK\$0.0001 per March 2019 Share Option (whether such Options are exercisable or not).

The Share Offer will be extended to all Independent Shareholders, and the Option Offer will be extended to all Optionholders, while the Company notes that Mr. Mui has irrevocably undertaken to the Company and the Offeror that he will not exercise his Options and will not accept the Option Offer.

The Company has confirmed that, as at the date of this joint announcement, (i) it has not declared any dividend and/or other distribution and/or other return of capital which remains unpaid; and (ii) it does not intend to declare, make or pay any dividend and/or other distribution and/or other return of capital before the closing, lapse, withdrawal or termination of the Offers (whichever is earlier).

The Share Offer, if made, will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Offer Shares and in respect of a minimum number of Options to be cancelled.

Principal terms of the Offers are set out in the section headed “Possible Mandatory Unconditional Cash Offer” of this joint announcement.

TOTAL CONSIDERATION OF THE OFFERS

Assuming that there is no change in the issued share capital of the Company and none of the outstanding Options is exercised prior to the close of the Offers, there would be 487,555,558 Shares in issue. Based on the Share Offer Price of HK\$0.60 per Offer Share, the entire issued share capital of the Company would be valued at HK\$292,533,334.80. The Offeror will own 299,492,188 Shares, representing approximately 61.43% of the total issued share capital of the Company upon Completion (assuming no Remaining Options are exercised prior to Completion).

Assuming that there is no change in the issued share capital of the Company prior to the close of the Offers, 188,063,370 Shares will be subject to the Share Offer and 22,480,540 outstanding Options will be subject to the Option Offer. In the case that the Share Offer and the Option Offer are accepted in full, (i) the maximum consideration payable by the Offeror for the Share Offer is valued at HK\$112,838,022; and (ii) the maximum consideration payable by the Offeror for the cancellation of all the Options under the Option Offer is valued at HK\$5,950,408.05. The aggregate value of the Offers is HK\$118,788,430.05.

Confirmation of financial resources

Assuming that the Remaining Options are exercised in full prior to the close of the Offers, and excluding the 299,492,188 Shares held by the Offeror immediately after Completion, 195,685,840 Shares will be subject to the Share Offer. In the case that the Share Offer is accepted in full, the maximum consideration payable by the Offeror for the Share Offer is valued at HK\$117,411,504.

The Offeror intends to finance the entire consideration payable under the Offers by its internal resources provided by its sole shareholder, Mr. Chan, from his own resources, which is not borrowed from or provided by any third parties.

Octal Capital, being the financial adviser to the Offeror in connection with the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable upon full acceptance of the Offers.

GENERAL

Independent Board Committee and Independent Financial Adviser

Pursuant to Rules 2.1 and 2.8 of the Takeovers Code, a board which receives an offer, or is approached with a view to an offer being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation (i) as to whether the offer is, or is not, fair and reasonable; and (ii) as to acceptance, and the members of the independent board committee should comprise all non-executive directors who have no direct or indirect interest in the offer.

An Independent Board Committee, comprising all of the three independent non-executive Directors, namely Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki, has been established to advise and give a recommendation to the Independent Shareholders and Optionholders on whether the Offers are fair and reasonable and as to the acceptance of the Offers.

An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in connection with the Offers and in particular as to whether the Offers are, or are not, fair and reasonable and as to their acceptance. The appointment of the Independent Financial Adviser will be approved by the Independent Board Committee. Further announcement will be made upon the appointment of the independent financial adviser.

Despatch of the Composite Document

It is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things: (i) details of the Offers (including the expected timetable and the terms of the Offers); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders and Optionholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers, together with the relevant form of acceptance and transfer, is required to be despatched to the Independent Shareholders and Optionholders no later than 21 days after the date of this joint announcement or such later date as the Executive may approve.

As the Share Purchase Agreement is conditional and the making of the Offers is subject to Completion, an application will be made by the Offeror and the Company for the Executive's consent under Note 2 to Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Composite Document to a day falling within 7 days from the Completion Date.

PUBLIC FLOAT AND MAINTENANCE OF THE LISTING STATUS OF THE COMPANY

As at the date of this joint announcement, the Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offers. The Offeror and the new Director(s) to be appointed to the Board (if any) will jointly and severally undertake to the Stock Exchange to take appropriate steps following the close of the Offers to ensure that not less than 25% of the issued share capital of the Company will be held by the public as required under the Listing Rules.

The Stock Exchange has stated that if, upon the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares until the prescribed level of public float is restored.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on Monday, 22 December 2025 (Hong Kong time) pending the publication of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on Monday, 12 January 2026 (Hong Kong time).

WARNING

The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement. Independent Shareholders and Optionholders are reminded to read the Composite Document, including the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offers, before deciding whether or not to accept the Offers.

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

THE SHARE PURCHASE AGREEMENT

The Board was notified by the Seller and the Offeror that on 19 December 2025 (after trading hours), they entered into the Share Purchase Agreement in relation to the sale and purchase of the Sale Shares. The principal terms of the Share Purchase Agreement are as follows:

Date : 19 December 2025 (after trading hours)

Parties : Lego Financial Group Limited, as the Seller; and

Fortune Origin International Capital (Holdings) Limited, as the purchaser

The Seller, a company incorporated in the British Virgin Islands, is legally and beneficially owned as to 90.38% by Mr. Mui, 3.74% by Mr. Liu Chi Wai, 3.74% by Mr. Ng Siu Hin Stanley and 2.14% by Ms. Ho Sze Man Kristie respectively, all of which are executive Directors.

Subject matter of the Share Purchase Agreement

Subject to the terms and conditions of the Share Purchase Agreement, the Seller has conditionally agreed to sell and the Offeror has conditionally agreed to acquire the Sale Shares, being 299,492,188 Shares, representing approximately 61.43% of the total issued Shares and the Seller's entire shareholding in the Company, free from all encumbrances and together with all rights attaching thereto, including the right to receive all and any dividends, distributions and other rights declared, made, distributed or paid in respect of the Sale Shares, the record date for which is on or after the Completion Date.

Consideration for the Sale Shares

The total Consideration for the Sale Shares under the Share Purchase Agreement is HK\$179,695,312.80 (equivalent to HK\$0.60 per Sale Share).

The aggregate Consideration was determined after arm's length negotiation between the Seller and the Offeror, after taking into account, (i) the business and the historical financial performance and financial position of the Group; and (ii) the historical liquidity in the trading of the Shares and share price performance traded on the Stock Exchange.

The Consideration shall be payable by the Offeror to the Seller in the following manners:

- (a) part of the Consideration as non-refundable deposit in the amount of HK\$50,000,000 shall be paid by the Offeror to the Seller upon signing of the Share Purchase Agreement;
- (b) part of the Consideration as refundable deposit in the amount of HK\$70,000,000 in the form of a cashier order made payable to the Seller shall be delivered by the Offeror to the legal representative of the Offeror as escrow agent upon signing of the Share Purchase Agreement, which shall be held in escrow and be released to the Seller in accordance with the terms of the escrow agreement upon Completion or be refunded to the Offeror (as the case may be); and
- (c) the remaining balance of the Consideration in the amount of HK\$59,695,312.80 shall be payable by the Offeror upon Completion by delivering the Promissory Note to the Seller.

The Offeror has already settled HK\$50,000,000 of the Consideration payable to the Seller and HK\$70,000,000 of the Consideration has been delivered to the escrow agent pursuant to the Share Purchase Agreement as at the date of this joint announcement. Given that HK\$59,695,312.80 as the remaining balance of the Consideration payable by the Offeror to the Seller is to be settled by the issue of the Promissory Note, the Seller, the Offeror and Mr. Chan are presumed parties acting in concert by virtue of class (9) of the definition of "acting in concert" under the Takeovers Code.

Promissory Note

The principal terms of Promissory Note are as follows:

Issuer	:	The Offeror
Noteholder	:	The Seller
Principal amount	:	HK\$59,695,312.80
Maturity date	:	The day falling six (6) months after the date of Promissory Note or such later date as may be agreed in writing between the Offeror and the Seller.
Interest rate	:	nil
Security	:	The Promissory Note will be secured by 100,000,000 Sale Shares, representing approximately 20.51% of the issued share capital of the Company as at the date of this joint announcement, to be held by the Offeror upon Completion.
Guarantee	:	Mr. Chan, the ultimate beneficial owner of the Offeror, will provide personal guarantee to secure the liabilities and obligations of the Offeror under the Promissory Note.
Early repayment	:	The Offeror may prepay the whole or any part of the loan under the Promissory Note, at any time and from time to time after the date of the Promissory Note.

Conditions Precedent to Completion

Completion is conditional upon the satisfaction or waiver (if applicable) of the following conditions:

- (a) all necessary consents, licences and approvals required to be obtained on the part of the Seller in respect of the Share Purchase Agreement and the transactions contemplated hereunder having been obtained and remain in full force and effect (where applicable);
- (b) all necessary consents, licences and approvals required to be obtained on the part of the Offeror in respect of the Share Purchase Agreement and the transactions contemplated hereunder having been obtained and remain in full force and effect (where applicable);
- (c) the representations, warranties and undertakings of the Seller provided under the Share Purchase Agreement remaining true and accurate in all respects; and

- (d) the SFC having approved the application by the Offeror and the Main Subsidiaries of the Company for the change of the controlling shareholders for licensed corporations contemplated under the Share Purchase Agreement.

The Offeror may waive condition (c) set out above. Conditions (a), (b) and (d) are not capable of being waived. For condition (d) above, the Offeror will make an application to the relevant division of the SFC for approval.

As at the date of this joint announcement and based on information available to the Offeror and the Company, save for the approval as disclosed in condition (d) above, the Offeror and the Company are not aware of any authorisations, approvals, consents, waivers or notifications that is required to be obtained or completed in connection with the Completion, and the Offeror and the Company are not aware of any other circumstances which may result in any of conditions (a), (b) and (d) not being satisfied.

If any of the above conditions precedent is not satisfied or waived (if applicable) on or before the 12:00 noon on 30 June 2026 or such later date as agreed by the parties to the Share Purchase Agreement, the Share Purchase Agreement shall automatically terminate with immediate effect.

Completion

Completion shall take place on the day immediately after all the above conditions precedents have been fulfilled (or waived, if applicable), or such later day that the parties may agree in writing.

POSSIBLE MANDATORY UNCONDITIONAL CASH OFFERS

As at the date of this joint announcement, none of the Offeror and Offeror Concert Parties hold any Shares. Immediately upon Completion, the Offeror will be interested in a total of 299,492,188 Shares, representing approximately 61.43% of the total issued Shares.

Pursuant to Rules 26.1 and 13.5 of the Takeovers Code, the Offeror will therefore upon Completion be required to make mandatory unconditional cash offers for all the issued Shares (other than those already owned and/or agreed to be acquired by it and the Offeror Concert Parties) and for the cancellation of all outstanding Options.

Octal Capital has been appointed as the financial adviser to the Offeror in respect of the Offers. Subject to Completion, Octal Capital and Fortune Origin Securities will, for and on behalf of the Offeror and in compliance with the Takeovers Code, jointly make the Offers on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

Securities of the Company

As at the date of this joint announcement, the Company has 487,555,558 Shares in issue and 22,480,540 outstanding Options, among which (i) 8,080,540 outstanding options are exercisable under the March 2019 Share Option Scheme at the exercise price of HK\$0.60 per Share; and (ii) 14,400,000 outstanding options are exercisable under the September 2019 Share Option Scheme at the exercise prices of HK\$0.136 to HK\$0.285 per Share.

Save for the Options, as at the date of this joint announcement, the Company does not have any other outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares. The Company has no intention to grant any new share options under the Share Option Schemes during the Offer Period.

Principal terms of the Offers

Upon Completion, Octal Capital and Fortune Origin Securities will jointly make, for and on behalf of the Offeror, the Offers on terms to be set out in the Composite Document in compliance with the Takeovers Code on the following basis:

The Share Offer

For each Offer Share HK\$0.60 in cash

The Share Offer Price of HK\$0.60 per Offer Share under the Share Offer is equal to the price per Sale Share paid by the Offeror for the 299,492,188 Sale Shares under the Share Purchase Agreement.

The Share Offer, if made, will be extended to all Independent Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Share Offer will be fully paid and free from all encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made, being the date of despatch of the Composite Document.

The Company has confirmed that, as at the date of this joint announcement, (i) it has not declared any dividend and/or other distribution and/or other return of capital which remains unpaid; and (ii) it does not intend to declare, make or pay any dividend and/or other distribution and/or other return of capital before the closing, lapse, withdrawal or termination of the Share Offer (whichever is earlier).

The Share Offer, if made, will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares and in respect of a minimum number of Options to be cancelled.

Comparison of value

The Share Offer Price of HK\$0.60 per Offer Share represents:

- (a) a discount of approximately 59.46% to the closing price as quoted on the Stock Exchange on the Last Trading Day of HK\$1.48 per Share;
- (b) a discount of approximately 60.32% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) trading days up to and including the Last Trading Day of HK\$1.512 per Share;
- (c) a discount of approximately 60.60% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the ten (10) trading days up to and including the Last Trading Day of HK\$1.523 per Share;
- (d) a discount of approximately 52.64% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the thirty (30) trading days up to and including the Last Trading Day of HK\$1.267 per Share;
- (e) a premium of approximately 197.03% over the audited net asset value of the Group of approximately HK\$0.202 per Share as at 31 March 2025, based on a total of 487,555,558 Shares in issue as at the date of this joint announcement and the net asset value of the Group of approximately HK\$98,421,000 as at 31 March 2025; and
- (f) a premium of approximately 118.98% over the unaudited net asset value of the Group of approximately HK\$0.274 per Share as at 30 September 2025, based on a total of 487,555,558 Shares in issue as at the date of this joint announcement and the unaudited net asset value of the Group of approximately HK\$133,770,000 as at 30 September 2025.

Highest and Lowest Trading Prices

During the six-month period preceding the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$1.61 on 8 December 2025 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.13 on 23 June 2025 and 24 June 2025.

The Option Offer

- (a) In respect of the March 2019 Share Options with an exercise price of HK\$0.60

For cancellation of each outstanding March 2019

Share Option HK\$0.0001 in cash

- (b) In respect of the September 2019 Share Options with an exercise price of HK\$0.136

For cancellation of each outstanding September 2019

Share Option HK\$0.464 in cash

- (c) In respect of the September 2019 Share Options with an exercise price of HK\$0.170

For cancellation of each outstanding September 2019

Share Option HK\$0.43 in cash

- (d) In respect of the September 2019 Share Options with an exercise price of HK\$0.285

For cancellation of each outstanding September 2019

Share Option HK\$0.315 in cash

The Option Offer, if made, will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Options and in respect of a minimum number of Options to be cancelled.

Mr. Mui's Irrevocable Undertaking

As at the date of this joint announcement, Mr. Mui, being the holder of 2,858,070 March 2019 Share Options and 12,000,000 September 2019 Share Options (which includes 4,000,000 September 2019 Share Options with an exercise price of HK\$0.136, 4,000,000 September 2019 Share Options with an exercise price of HK\$0.170 and 4,000,000 September 2019 Share Options with an exercise price of HK\$0.285), has made an irrevocable and unconditional undertaking to the Company and the Offeror that he will not exercise the 14,858,070 outstanding Options held by him in aggregate at any time before the close of the Offers and will not accept the Option Offer in respect thereof. Such irrevocable undertaking will remain valid until the earlier of the closing or lapse of the Option Offer, which it would cease to be binding.

In accordance with the terms of the Share Option Scheme, Optionholders are entitled to exercise their Options in full (to the extent not already exercised) at any time after the date on which the Option Offer is declared unconditional and up to the close of the Option Offer (or any revised offer), after which the Options will lapse automatically (to the extent not exercised).

Pursuant to Rule 13 of the Takeovers Code, the Offeror will make an appropriate cash offer to the Optionholders to cancel their Options. The consideration for the cancellation of each Option would normally be the see-through price which represents the excess of the Share Offer Price per Offer Share and the exercise price of each Option. As the exercise price of all the outstanding March 2019 Share Options is the same as the Share Offer Price, the "see-through" price is zero and the March 2019 Option Offer Price will be a nominal value of HK\$0.0001 per Option; and as the exercise price of all the outstanding September 2019 Share Options with an exercise price of HK\$0.136 is below the Share Offer Price, the September 2019 Option Offer Price in respect of each September 2019 Option Offer Price with an exercise price of HK\$0.136 will be equivalent to the "see-through" price of HK\$0.464 per Option.

Under the terms of the Option Offer, the Options of the accepting Optionholders (together with all rights attaching thereto) will be cancelled.

Optionholders who do not: (i) exercise the Options by the final closing date of the Option Offer, or (ii) accept the Option Offer by the final closing date of the Option Offer will receive neither the Shares nor the see-through price of HK\$0.0001 per March 2019 Share Option or HK\$0.464 per September 2019 Share Option respectively. If the Option Offer is not accepted, any unexercised Options will lapse upon the final closing date of the Option Offer.

The Offeror confirms that the Share Offer Price and the Options Offer Price are final and will not be increased.

The Share Offer will be extended to all Independent Shareholders and the Option Offer will be extended to all Optionholders. The Offer Shares to be acquired under the Share Offer shall be fully paid and free from all encumbrances and together with all rights and benefits attaching to them as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive all dividends, distributions and any return of capital, if any, which may be paid, made or declared or agreed to be made or paid thereon or in respect thereof on or after the date on which the Offers are made, being the date of the Composite Document.

TOTAL CONSIDERATION OF THE OFFERS

Assuming that there is no change in the issued share capital of the Company and none of the outstanding options is exercised prior to the close of the Offers, there would be 487,555,558 Shares in issue. Based on the Share Offer Price of HK\$0.6 per Offer Share, the entire issued share capital of the Company would be valued at HK\$292,533,334.80. The Offeror will own 299,492,188 Shares upon Completion.

Assuming that there is no change in the issued share capital of the Company prior to the close of the Offers, 188,063,370 Shares will be subject to the Share Offer and 22,480,540 outstanding Options will be subject to the Option Offer. In the case that the Share Offer and the Option Offer are accepted in full, (i) the maximum consideration payable by the Offeror for the Share Offer is valued at HK\$112,838,022; and (ii) the maximum consideration payable by the Offeror for the cancellation of all the Options under the Option Offer is valued at HK\$5,950,408.05. The aggregate value of the Offers is HK\$118,788,430.05.

CONFIRMATION OF FINANCIAL RESOURCES

Assuming that the Remaining Options are exercised in full prior to the close of the Offers, and excluding the 299,492,188 Shares held by the Offeror prior to the close of the Offers, 195,685,840 Shares will be subject to the Share Offer. In the case that the Share Offer is accepted in full, the maximum consideration payable by the Offeror for the Share Offer is valued at HK\$117,411,504.

The Offeror intends to finance the entire consideration payable under the Offers by its internal resources provided by its sole shareholder, Mr. Chan, from his own resources, which is not borrowed from or provided by any third parties.

Octal Capital, being the financial adviser to the Offeror in connection with the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable upon full acceptance of the Offers.

Effect of Accepting the Offers

By accepting the Share Offer, the Independent Shareholders will sell their Shares to the Offeror free from all encumbrances and together with all rights accruing or attaching to them, including, without limitation, the right to receive all dividends and distributions which may be recommended, declared, made or paid, if any, at any time on or after the date on which the Share Offer is made, being the date of posting of the Composite Document.

By accepting the Option Offer, the Optionholders will agree to the cancellation of their tendered Options and all rights attached thereto on or after the date of this joint announcement.

Acceptance of the Offers will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

Conditions of the Offers

The Offers, if made, will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

Settlement

Payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event within seven (7) business days (as defined under the Takeovers Code) following the date on which the relevant documents of title of the Shares or the Options (as the case may be) are received by the Offeror to render each such acceptance complete and valid.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder or the Optionholder (as the case may be) who accepts the Offers will be rounded up to the nearest cent.

Hong Kong Stamp Duty

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptance of the Share Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptance of the Share Offer, whichever is higher, and will be deducted from the cash amount payable by the Offeror to the Independent Shareholders who accept the Share Offer.

The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the Independent Shareholders accepting the Share Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Share Offer and the transfer of the relevant Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptance of the Option Offer.

Taxation Advice

Independent Shareholders and Optionholders are recommended to consult their own professional advisers if in doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offeror, the Offeror Concert Parties, the Company, Octal Capital, Fortune Origin Securities, the Independent Financial Adviser and (as the case may be) their respective ultimate beneficial owners, directors, officers, employees, advisers, agents or associates or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

Overseas Shareholders and Overseas Optionholders

Overseas Shareholders and Overseas Optionholders who have registered addresses outside Hong Kong and wish to accept the Offers should satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such accepting Overseas Shareholders or Overseas Optionholders in respect of such jurisdiction).

Acceptance of the Offers by any Overseas Shareholders and/or Overseas Optionholders will be deemed to constitute a representation and warranty from such Overseas Shareholders and/or Overseas Optionholders to the Offeror that the local laws and requirements have been complied with. The Overseas Shareholders and/or Overseas Optionholders should consult their professional advisers in case of any doubt.

DEALINGS AND INTERESTS IN THE COMPANY'S SECURITIES

Save for the Acquisition, neither the Offeror nor the Offeror Concert Parties had dealt in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the six months preceding and including the date of this joint announcement.

Other arrangements or agreements

The Offeror and the Offeror Concert Parties confirm that, as at the date of this joint announcement:

- (i) none of the Offeror and the Offeror Concert Parties (save for the Seller and the parties acting in concert with it) owns, controls or has direction over any voting rights or rights over Shares or otherwise holds convertible securities, warrants or options of the Company;
- (ii) there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror or any of the Offeror Concert Parties;
- (iii) there is no arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offer;
- (iv) none of the Offeror and the Offeror Concert Parties has borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company;
- (v) save for the undertaking provided by Mr. Mui in respect of the Options, none of the Offeror and the Offeror Concert Parties has received any irrevocable commitment(s) to accept or reject the Offers;
- (vi) save for the Share Purchase Agreement, there is no agreement or arrangement to which the Offeror or the Offeror Concert Parties is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or condition to the Offers;
- (vii) save for the Consideration payable by the Offeror under the Share Purchase Agreement (i.e. HK\$179,695,312.80), none of the Offeror and the Offeror Concert Parties has paid or will pay any other consideration, compensation or benefit in whatever form to the Seller or any parties acting in concert with it in connection with the Sale Shares;
- (viii) save for the Share Purchase Agreement, there is no understanding, arrangement, agreement or special deal between the Offeror or any of the Offeror Concert Parties on one hand, and the Seller or any party acting in concert with it on the other hand; and
- (ix) save for the Share Purchase Agreement, there is no understanding, arrangement, agreement or a special deal (as defined under Rule 25 of the Takeovers Code) between (1) any Shareholder; and (2) the Offeror and any of the Offeror Concert Parties.

The Directors confirm that as at the date of this joint announcement, there is no understanding, arrangement, agreement or a special deal (as defined under Rule 25 of the Takeovers Code) between (1) any Shareholder; and (2) the Company, its subsidiaries or associated companies.

Independent Shareholders and Optionholders are reminded to read the recommendation of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offers and as to acceptance that will be included in the Composite Document before deciding whether or not to accept the Offers.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this joint announcement; (ii) immediately after Completion, assuming that there is no change in the issued share capital of the Company and none of the Remaining Options is exercised prior to the close of the Offers; and (iii) immediately after Completion, assuming that there is no change in the issued share capital of the Company and all the Remaining Options are fully exercised prior to the close of the Offers, are as follows:

	As at the date of this joint announcement		Immediately after Completion			
			(assuming that there is no change in the issued share capital of the Company and none of the Remaining Options is exercised prior to the close of the Offers)		(assuming that there is no change in the issued share capital of the Company and all the Remaining Options are fully exercised prior to the close of the Offers)	
	Approximate Number of Shares	% of issued Shares	Approximate Number of Shares	% of issued Shares	Approximate Number of Shares	% of issued Shares
The Seller (<i>Note 1</i>)	299,492,188	61.43	–	–	–	–
The Offeror (<i>Note 2</i>)	–	–	299,492,188	61.43	299,492,188	60.48
Sub-total for the Offeror and the Offeror Concert Parties (other than the Seller)	–	–	299,492,188	61.43	299,492,188	60.48
Dr. Wong Ho Ki (<i>Note 3</i>)	100,000	0.02	100,000	0.02	100,000	0.02
The Optionholders (<i>Note 4</i>)	–	–	–	–	7,622,470	1.54
Public Shareholders	187,963,370	38.55	187,963,370	38.55	187,963,370	37.96
Total	487,555,558	100.00	487,555,558	100.00	495,178,028	100.00

Notes:

1. The Seller, a company incorporated in the British Virgin Islands, is legally and beneficially owned as to 90.38% by Mr. Mui, 3.74% by Mr. Liu Chi Wai, 3.74% by Mr. Ng Siu Hin Stanley and 2.14% by Ms. Ho Sze Man Kristie respectively, all of which are executive Directors.
2. The Offeror is legally, beneficially and wholly owned by Mr. Chan.
3. Dr. Wong Ho Ki is an independent non-executive Director.
4. As at the date of this joint announcement, (i) Mr. Mui is holding 14,858,070 Options, (ii) each of Mr. Liu Chi Wai, Mr. Ng Siu Hin Stanley and Ms. Ho Sze Man Kristie, all being an executive Director, is holding 1,439,298 Remaining Options, (iii) Mr. Tang Chun Fai Billy, being an executive Director, is holding 789,737 Remaining Options, and (iv) each of Ms. Lim Yan Xin Reina and Mr. Poon Lai Yin Michael, all being an independent non-executive Director, is holding 400,000 Remaining Options.
5. Save as disclosed in Notes 1, 3 and 4 above, no other Directors are interested in the Shares and Options.
6. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

INFORMATION OF THE GROUP

The Company is a company incorporated in Cayman Islands with limited liability, the Shares of which are currently primary listed on the Main Board of the Stock Exchange (stock code: 3938).

The Group is principally engaged in the provision of (i) corporate finance advisory services; (ii) securities and financing services; and (iii) asset management services through its Main Subsidiaries, namely Lego Corporate Finance Limited, Lego Securities Limited and Lego Asset Management Limited.

Set out below is a summary of the audited consolidated financial results of the Group for the financial years ended 31 March 2024 and 2025, and the unaudited consolidated financial results of the Group for the six months ended 30 September 2024 and 2025:

	For the year ended		For the six months ended	
	31 March		30 September	
	<i>(HK\$'000)</i>		<i>(HK\$'000)</i>	
	(audited)		(unaudited)	
	2024	2025	2024	2025
Revenue	94,173	25,171	8,576	33,760
Profit/(Loss) before income tax for the year/period	(4,323)	(35,114)	(17,634)	2,997
Profit/(Loss) for the year/period	(4,229)	(35,140)	(17,648)	2,992
Net profit/(loss) attributable to owners of the Company	(3,987)	(34,997)	(17,503)	2,992

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in the British Virgin Islands with limited liability in 2025 and is engaged in investment holding. It is legally, beneficially and wholly owned by Mr. Chan who is also the sole director of the Offeror.

Mr. Chan, aged 45, obtained a bachelor's degree of arts in policing and public order from the Hong Kong Polytechnic University, School of Professional Education and Executive Development in October 2012. Mr. Chan has accumulated approximately 10 years of full time professional experience in securities investment and trading in Hong Kong. Mr. Chan has been a civil servant from 2002 to 2015. Since 2016, Mr. Chan has been the substantial shareholder of Fortune Origin Securities, a corporation licensed by the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO. Mr. Chan has been the director of Fortune Origin Securities for 9 years, taking a leadership role in overseeing its business development and strategic planning. Mr. Chan has also invested as a minority shareholder in another securities company in Hong Kong from 2019 to October 2025. As at the date of this joint announcement, Mr. Chan is neither a substantial shareholder nor director of any listed company.

Immediately before Completion and as at the date of this joint announcement, none of the Offeror, its ultimate beneficial owner, its director and the Offeror Concert Parties held any Shares. Immediately after Completion, the Offeror and the Offeror Concert Parties will hold 299,492,188 Shares in aggregate.

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

Following the close of the Offers, it is the intention of the Offeror that, leveraging on the extensive experience of Mr. Chan in securities and financial market, the Group will continue with its existing principal business for long-term purposes. The Offeror does not intend to introduce any major changes to the existing operations and business of the Group immediately after the close of the Offers and will neither redeploy nor dispose of any of the assets (including fixed assets) of the Group other than in the ordinary course of business.

Nevertheless, following the close of the Offers, the Offeror will conduct a detailed review on the existing principal operations and business, and the financial position of the Group for the purpose of formulating business plans and strategies for the Group's long-term business development and will explore other business opportunities for the Group. Subject to the results of the review, and should suitable investment or business opportunities arise, the Offeror may consider whether any assets and/or business acquisitions or disposals by the Group will be appropriate in order to enhance its growth. Any acquisition or disposal of the assets or business of the Group, if any, will be conducted in compliance with the Listing Rules.

As at the date of this joint announcement, no investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group.

As at the date of this joint announcement, the Offeror has no intention to make material changes to the employment of employees or other personnel of the Group (except for a proposed change to the members of the Board at a time no earlier than permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate). However, the Offeror reserves the right to make any changes that they deem necessary or appropriate to the benefit of the Group.

The Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Listing Rules and the Takeovers Code or such later date as the Offeror considers to be appropriate. As at the date of this joint announcement, the Offeror has not identified any potential candidate to be appointed as new director(s) to the Board. Any changes to the members of the Board will be made in compliance with the Takeovers Code and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

PUBLIC FLOAT AND MAINTENANCE OF THE LISTING OF THE SHARES

As at the date of this joint announcement, the Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offers. The Offeror and the new Director(s) to be appointed (if any) will jointly and severally undertake to the Stock Exchange to take appropriate steps following the close of the Offers to ensure that not less than 25% of the issued share capital of the Company will be held by the public as required under the Listing Rules.

The Stock Exchange has stated that if, upon the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares until the prescribed level of public float is restored. In such event, trading in the Shares on the Stock Exchange may also be suspended.

Therefore, it should be noted that upon the close of the Offers, there may be insufficient public float of the Shares and the trading in the Shares may be suspended until sufficient public float exists for the Shares. Further announcement(s) regarding the restoration of public float (if any) will be made by the Company as and when appropriate.

GENERAL

Independent Board Committee and Independent Financial Adviser

Pursuant to Rules 2.1 and 2.8 of the Takeovers Code, a board which receives an offer, or is approached with a view to an offer being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation (i) as to whether the offer is, or is not, fair and reasonable; and (ii) as to acceptance, and the members of the independent board committee should comprise all non-executive directors who have no direct or indirect interest in the offer.

An Independent Board Committee, comprising all of the three independent non-executive Directors, namely Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki, has been established to advise and give a recommendation to the Independent Shareholders on whether the Offers are fair and reasonable and as to the acceptance of the Offers.

An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in connection with the Offers and in particular as to whether the Offers are, or are not, fair and reasonable and as to their acceptance. The appointment of the Independent Financial Adviser will be approved by the Independent Board Committee. Further announcement will be made upon the appointment of the independent financial adviser.

Disclosure of dealings in the Shares

In accordance with Rule 3.8 of the Takeovers Code, the associates of the Company and the Offeror (as defined under the Takeovers Code, including persons owning or controlling 5% or more of any class of relevant securities issued by the Company) are hereby reminded to disclose their dealings in any securities of the Company pursuant to Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Despatch of the Composite Document

It is the intention of the Offeror, Mr. Chan, and the Company to combine the offer document with the offeree board circular from the Company into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things: (i) details of the Offers (including the expected timetable and the terms of the Offers); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers, together with the relevant form of acceptance and transfer, is required to be despatched to the Independent Shareholders no later than 21 days after the date of this joint announcement or such later date as the Executive may approve.

As the Share Purchase Agreement is conditional and the making of the Offers is subject to Completion, an application will be made by the Offeror and the Company for the Executive's consent under Note 2 to Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Composite Document to a day falling within 7 days from the Completion Date.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on Monday, 22 December 2025 (Hong Kong time) pending the publication of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on Monday, 12 January 2026.

WARNING

Independent Shareholders, Optionholders and potential investors of the Company should note that the Offers will only be made if Completion for the sale and purchase of the Sale Shares takes place. As Completion for the sale and purchase of the Sale Shares is subject to the satisfaction of the conditions precedent set out in the Share Purchase Agreement, it may or may not take place and the Offers may or may not proceed.

The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement. Independent Shareholders and Optionholders are reminded to read the Composite Document, including the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offers, before deciding whether or not to accept the Offers.

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

DEFINITIONS

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

“Acquisition”	the sale and purchase of the Sale Shares by the Offeror from the Seller in accordance with the terms and conditions of the Share Purchase Agreement
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for transaction of business
“Company”	LFG Investment Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued Shares of which are primary listed on the Main Board of the Stock Exchange (stock code: 3938)
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Share Purchase Agreement
“Completion Date”	the day immediately after the fulfillment (or waiver) of the conditions precedent of the Share Purchase Agreement (or such other date as the Seller and the Offeror may agree)
“Composite Document”	the composite offer and response document to be jointly issued by the Offeror and the Company to the Independent Shareholders in connection with the Offers

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the purchase price for the Acquisition (being HK\$179,695,312.80 in aggregate and HK\$0.60 per Sale Share)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Escrow Agreement”	the escrow agreement entered into between the Offeror and the Seller in relation to the payment arrangement of part of the Consideration under the Share Purchase Agreement
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate(s) of the Executive Director
“Financial Adviser” or “Octal Capital”	Octal Capital Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror and one of the Joint Offer Agents in respect of the Offers
“Fortune Origin Securities”	Fortune Origin Securities Limited, a corporate licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, being one of the Joint Offer Agents in respect of the Offers. Mr. Chan is an ultimate controlling beneficial owner of Fortune Origin Securities, and therefore Fortune Origin Securities is an Offeror Concert Party
“Group”	the Company and its subsidiaries, including but not limited to the Main Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Independent Board Committee”	the independent board committee of the Board (comprising all independent non-executive Directors, namely Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki) which has been established to advise the Independent Shareholders and Optionholders in connection with the Offers and as to the acceptance of the Offers
“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company, with the approval of the Independent Board Committee, to advise the Independent Board Committee, the Independent Shareholders and the Optionholders in connection with the Offers
“Independent Shareholder(s)”	Shareholder(s) other than the Offeror and the Offeror Concert Parties
“Joint Offer Agents”	Octal Capital and Fortune Origin Securities, being the joint offer agents appointed to the Offeror in respect of the Offers
“Last Trading Day”	19 December 2025, being the last full trading day of the Shares on the Stock Exchange before the halt of trading in the Shares
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Main Subsidiaries”	the main operating subsidiaries of the Company, namely: (i) Lego Corporate Finance Limited: a licensed corporation incorporated in Hong Kong with limited liability; (ii) Lego Securities Limited: a licensed corporation incorporated in Hong Kong with limited liability; and (iii) Lego Asset Management Limited: a licensed corporation incorporated in Hong Kong with limited liability
“March 2019 Share Option(s)”	the aggregate of 8,080,540 outstanding share option(s) granted under the March 2019 Share Option Scheme

“March 2019 Option Offer Price”	the cash amount of HK\$0.0001 per March 2019 Share Option, payable by the Offeror to the relevant Optionholders for each March 2019 Share Option accepted under the Option Offer
“March 2019 Share Option Scheme”	the share option scheme adopted by the Company on 6 March 2019
“Mr. Chan”	Mr. Chan Siu Yeung, being the sole shareholder, ultimate beneficial owner and sole director of the Offeror
“Mr. Mui”	Mr. Mui Ho Cheung Gary, being (i) one of the ultimate beneficial owners of the Seller who holds 90.38% of its shares; (ii) the holder of a total of 14,858,070 Options of the Company; and (iii) an executive Director
“Offers”	the Share Offer and the Option Offer
“Offeror”	Fortune Origin International Capital (Holdings) Limited, which is wholly and beneficially owned by Mr. Chan
“Offeror Concert Parties”	any parties acting, or presumed to be acting, in concert with the Offeror and/or Mr. Chan under the definition of “acting in concert” under the Takeovers Code (including the Seller and Fortune Origin Securities)
“Offer Period”	has the meaning ascribed to it under the Takeovers Code which commenced on the date of this joint announcement and ends on the date on which the Offers close or lapse
“Offer Share(s)”	all of the issued Share(s), other than those already owned and/or agreed to be acquired by the Offeror and the Offeror Concert Parties
“Option(s)”	the options granted pursuant to the Share Option Schemes, i.e. (i) the 8,080,540 outstanding share options granted by the Company pursuant to the March 2019 Share Option Scheme; and (ii) the 14,400,000 outstanding share options granted by the Company pursuant to the September 2019 Share Option Scheme, as at the date of this joint announcement

“Option Offer”	the possible mandatory unconditional cash offer to be jointly made by Octal Capital and Fortune Origin Securities for and on behalf of the Offeror for the cancellation of all outstanding Options held by the Optionholders in accordance with the Takeovers Code
“Optionholder(s)”	the registered grantees/holder(s) for the time being of the Options
“Overseas Optionholders”	Optionholders whose address as shown on the register of Optionholders are outside Hong Kong
“Overseas Shareholders”	Shareholders whose address as shown on the register of Shareholders are outside Hong Kong
“Promissory Note”	the promissory note to be issued by the Offeror in favour of the Seller upon Completion in the aggregate principal amount of HK\$59,695,312.80 for settling part of the Consideration
“Remaining Options”	the 7,622,470 Options which remain outstanding after excluding those irrevocably undertaken by Mr. Mui not to accept the Option Offer and not to exercise
“Sale Share(s)”	the 299,492,188 Shares to be acquired by the Offeror from the Seller pursuant to the Share Purchase Agreement, representing approximately 61.43% of the total issued Shares as at the date of this joint announcement
“Seller”	Lego Financial Group Limited, a company incorporated in the British Virgin Islands with limited liability, which held 299,492,188 Shares, representing approximately 61.43% of the total number of issued Shares immediately before Completion, with Mr. Mui being its ultimate beneficial owner holding 90.38% of its shares. Immediately upon Completion, the Seller shall cease to hold any issued Share
“September 2019 Share Option(s)”	the aggregate of 14,400,000 outstanding share option(s) granted under the September 2019 Share Option Scheme whereby 6,400,000 of which has an exercise price of HK\$0.136; 4,000,000 of which an exercise price of HK\$0.170; and 4,000,000 of which an exercise price of HK\$0.285)

“September 2019 Option Offer Price”	the cash amount of HK\$0.464 per September 2019 Share Option, payable by the Offeror to the relevant Optionholders for each September 2019 Share Option accepted under the Option Offer
“September 2019 Share Option Scheme”	the share option scheme adopted by the Company on 10 September 2019
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Offer”	the possible mandatory unconditional cash offer to be made by Octal Capital and Fortune Origin Securities for and on behalf of the Offeror to acquire all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and the Offeror Concert Parties) pursuant to Rule 26.1 of the Takeovers Code
“Share Offer Price”	the price at which the Share Offer will be made to the Independent Shareholders, i.e. at HK\$0.60 per Offer Share accepted under the Share Offer
“Share Option Scheme(s)”	collectively, the March 2019 Share Option Scheme and September 2019 Share Option Scheme
“Share Purchase Agreement”	the sale and purchase agreement dated 19 December 2025 entered into between the Offeror and the Seller in relation to the sale and purchase of the Sale Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules

“Takeovers Code”

the Hong Kong Code on Takeovers and Mergers

“%”

per cent

By order of the board of
**Fortune Origin International
Capital (Holdings) Limited**
Chan Siu Yeung
Director

By order of the Board
LFG Investment Holdings Limited
Mui Ho Cheung Gary
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 9 January 2026

As at the date of this joint announcement, Mr. Chan Siu Yeung is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Seller) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Board of the Company comprises Mr. Mui Ho Cheung Gary, Mr. Liu Chi Wai, Mr. Ng Siu Hin Stanley, Ms. Ho Sze Man Kristie and Mr. Tang Chun Fai Billy as executive Directors; and Ms. Lim Yan Xin Reina, Mr. Poon Lai Yin Michael and Dr. Wong Ho Ki as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and the Offeror Concert Parties (except for the Seller)) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint announcement is published in English and in Chinese. In case of any inconsistency between the English version and the Chinese version, the English version prevails.